



City Commission Meeting SUPPLEMENTAL MATERIAL 1

City Hall, Commission Chambers, 3rd Floor, 1700 Convention Center Drive
September 30, 2015

Mayor Philip Levine
Vice-Mayor Edward L. Tobin
Commissioner Michael Grieco
Commissioner Joy Malakoff
Commissioner Micky Steinberg
Commissioner Deede Weithorn
Commissioner Jonah Wolfson

City Manager Jimmy L. Morales
City Attorney Raul J. Aguila
City Clerk Rafael E. Granado

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ATTENTION ALL LOBBYISTS

Chapter 2, Article VII, Division 3 of the City Code of Miami Beach entitled "Lobbyists" requires the registration of all lobbyists with the City Clerk prior to engaging in any lobbying activity with the City Commission, any City Board or Committee, or any personnel as defined in the subject Code sections. Copies of the City Code sections on lobbyists laws are available in the City Clerk's office. Questions regarding the provisions of the Ordinance should be directed to the Office of the City Attorney.

SUPPLEMENTAL AGENDA

R5 - Ordinances

- R5D 1. ~~An Ordinance Amending Miami Beach City Code Chapter 2 "Administration," Article VII "Standards Of Conduct," Division 2 "Officers, Employees And Agency Members" By Creation Of City Code Section 2-451.1 Entitled "Prohibited Solicitation/Acceptance Of Gifts" Providing That Commencing January 1, 2016, Members Of The City Commission Or Candidates For Said Offices Shall Be Prohibited From Either Directly Or Indirectly (Including, But Not Limited To, Through Their Staff Members Or Authorized Designees) Soliciting Or Accepting A Gift From A Vendor, Lobbyist On A Procurement Issue, Real Estate Developer, Or Lobbyist On A Real Estate Development Issue; Providing For Limited Exception; And Providing For Repealer, Severability, Codification, And An Effective Date. **First Reading**~~
(Sponsored by Commissioner Jonah Wolfson)
(Legislative Tracking: Office of the City Attorney)
(Item Withdrawn by Commissioner Jonah Wolfson)

2. An Ordinance Amending Miami Beach City Code Chapter 2 "Administration," Article VII "Standards Of Conduct," Division 5 "Campaign Finance Reform," Encompassing City Code Sections 2-487 "Prohibited Campaign Contributions By Vendors," City Code Section 2-488 "Prohibited Campaign Contributions By Lobbyists On Procurement Issues," City Code Section 2-489 "Prohibited Campaign Contributions By Real Estate Developers," And City Code Section 2-490 "Prohibited Campaign Contributions By Lobbyists On Real Estate Development Issues," By Providing That Commencing January 1, 2016 Members Of The City Commission Or Candidates For Said Offices Shall Be Prohibited From Either Directly Or Indirectly Soliciting, Accepting Or Depositing Any Campaign Contribution Regarding City Elected Office From A Vendor, Lobbyist On A Procurement Issue, Real Estate Developer, Or Lobbyist On A Real Estate Development Issue; Providing For Repealer, Severability, Codification, And An Effective Date. **First Reading**

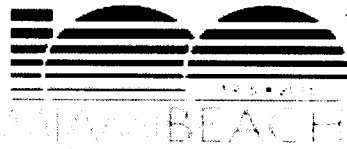
(Sponsored by Commissioner Jonah Wolfson)
(Legislative Tracking: Office of the City Attorney)
(Memorandum & Ordinance)

R7 - Resolutions

R7D Assessment Roll For LRBID Special Assessment District And MOU

1. A Resolution Approving, Following A Duly Noticed Public Hearing Pursuant To Sections 170.07 And 170.08, Florida Statutes, The Final Assessment Roll For The Special Assessment District Known As The Lincoln Road Business Improvement District, And Confirming Such Assessments As Legal, Valid, And Binding First Liens Upon The Property Against Which Such Assessments Are Made Until Paid. **5:10 p.m. Public Hearing**
(Office of the City Attorney)
(Sponsored by Commissioner Michael Grieco)
2. A Resolution Approving In Substantial Form And Authorizing The Office Of The City Manager And Office Of The City Attorney To Finalize A Memorandum Of Understanding With The Lincoln Road Business Improvement District, Inc., To Stabilize And Improve The Lincoln Road Retail Business District, Which Is Located Within A Nationally Recognized Historic District, Through Promotion, Management, Marketing, And Other Similar Services; And, If Successful, Authorizing The Mayor And City Clerk To Execute The Memorandum Of Understanding On Behalf Of The City.

(Sponsored by Commissioner Deede Weithorn)
(Legislative Tracking: Office of the City Attorney)
(Memorandum & Resolutions)



City of Miami Beach, 1700 Convention Center Drive, Miami Beach, Florida 33139, www.miamibeachfl.gov

OFFICE OF THE CITY ATTORNEY
RAUL J. AGUILA, CITY ATTORNEY

COMMISSION MEMORANDUM

TO: MAYOR PHILIP LEVINE
MEMBERS OF THE CITY COMMISSION
CITY MANAGER JIMMY MORALES

FROM: RAUL J. AGUILA *RAJ*
CITY ATTORNEY

DATE: SEPTEMBER 30, 2015

SUBJECT: INCREASING STRINGENCY OF CITY OF MIAMI BEACH ETHICS LAWS BY AMENDING CITY CODE CHAPTER 2, ARTICLE VII "STANDARDS OF CONDUCT", DIVISIONS 5 THEREOF, TO PROHIBIT AS OF JANUARY 1, 2016 MEMBERS OF THE CITY COMMISSION AND CANDIDATES SEEKING SUCH OFFICE FROM DIRECTLY OR INDIRECTLY SOLICITING, ACCEPTING OR DEPOSITING CAMPAIGN CONTRIBUTIONS FROM A VENDOR, LOBBYIST ON A PROCUREMENT ISSUE, REAL ESTATE DEVELOPER OR LOBBYIST ON A REAL ESTATE DEVELOPMENT ISSUE.

Pursuant to the request of City Commissioner Jonah Wolfson, the attached ordinance has been drafted for the purpose of strengthening the City of Miami Beach's Code of Conduct's ethical standards for the City's elected officials and candidates seeking said Offices.

Specifically, the attached Ordinance amends City Code Chapter 2, Article VII, Division 5 entitled "Campaign Finance Reform" by codifying substantive changes which will establish stricter ethics laws than currently exist under State or County ethics codes by providing that commencing January 1, 2016, members of the City Commission and any candidate seeking such Office shall be prohibited from directly or indirectly soliciting, accepting or depositing a campaign contribution, from a "vendor", "lobbyist on a procurement issue", "real estate developer" or "lobbyist on a real estate development issue", as said terms are defined in Chapter 2, Article VII, Division 5 of the Miami Beach City Code.

This amendment to the City's ethics laws serves to augment the City's intent of good government, and will once more place the City of Miami Beach at the forefront of local ethics legislation.

ORDINANCE NO. _____

AN ORDINANCE OF THE MAYOR AND CITY COMMISSION OF THE CITY OF MIAMI BEACH, FLORIDA, AMENDING MIAMI BEACH CITY CODE CHAPTER 2 "ADMINISTRATION", ARTICLE VII "STANDARDS OF CONDUCT", DIVISION 5 "CAMPAIGN FINANCE REFORM", ENCOMPASSING CITY CODE SECTIONS 2-487 "PROHIBITED CAMPAIGN CONTRIBUTIONS BY VENDORS", CITY CODE SECTION 2-488 "PROHIBITED CAMPAIGN CONTRIBUTIONS BY LOBBYISTS ON PROCUREMENT ISSUES", CITY CODE SECTION 2-489 "PROHIBITED CAMPAIGN CONTRIBUTIONS BY REAL ESTATE DEVELOPERS", AND CITY CODE SECTION 2-490 "PROHIBITED CAMPAIGN CONTRIBUTIONS BY LOBBYISTS ON REAL ESTATE DEVELOPMENT ISSUES", BY PROVIDING THAT COMMENCING JANUARY 1, 2016 MEMBERS OF THE CITY COMMISSION OR CANDIDATES FOR SAID OFFICES SHALL BE PROHIBITED FROM EITHER DIRECTLY OR INDIRECTLY SOLICITING, ACCEPTING OR DEPOSITING ANY CAMPAIGN CONTRIBUTION REGARDING CITY ELECTED OFFICE FROM A VENDOR, LOBBYIST ON A PROCUREMENT ISSUE, REAL ESTATE DEVELOPER, OR LOBBYIST ON A REAL ESTATE DEVELOPMENT ISSUE; PROVIDING FOR REPEALER, SEVERABILITY, CODIFICATION, AND AN EFFECTIVE DATE.

WHEREAS, as reflected by its prior adoption of legislation on the issue of Campaign Finance Reform, the Miami Beach City Commission has found and determined that legislation is necessary for the preservation of the integrity of representative democracy in the City of Miami Beach in order to prevent the appearance of undue influence and access to candidates and elected officials by contributors, and to address the potential for abuse associated with certain campaign contributions which unfairly influence elections and create the perception that public officials may be influenced by special interests; and

WHEREAS, pursuant to concerns expressed at recent meetings of the Miami Beach City Commission and among City residents and other members of the public questioning the ability of City Commission members to solicit City vendors under existing laws, the City Commission has determined that the potential (and certainly the perception) for undue influence and granting of *quid pro quo* favors exists arising from the donation of a political contribution and that the present ability of our elected officials and candidates to solicit and accept all such donations, whether directly or indirectly, creates an unacceptable appearance of conflict which undermines the confidence of the public in our municipal system of representative democracy; and

WHEREAS, the below legislation is thus presented as an amendment to the City's Code of Conduct in order to provide for stricter ethics laws than currently exist under State or County ethics codes, by prohibiting members of the City Commission or any candidate seeking such Office from directly or indirectly soliciting, accepting or depositing a campaign contribution from those donors found to be most involved in creating the appearance of corruption; said donors being "vendors," "lobbyists on a procurement issue," "real estate developers" or "lobbyists on a real estate development issue," as said terms are defined in Chapter 2, Article VII, Division 5, Sections 2-487 through 2-490 of the Miami Beach City Code; and

WHEREAS, by narrowly tailoring this legislation as stated above, the City Commission is pursuing its goal of re-instilling public faith and trust in the government, while accomplishing its legitimate, compelling government interest of maintaining public confidence in its elected officials and in avoiding appearances of public corruption stemming from the potentially improper influence and related potential unlawful quid pro occasioned by the solicitation and acceptance of the subject campaign contributions at issue hereinbelow from the subject class of prohibited donors.

NOW, THEREFORE, BE IT DULY ORDAINED BY THE MAYOR AND CITY COMMISSION OF THE CITY OF MIAMI BEACH AS FOLLOWS:

SECTION 1. That Miami Beach City Code Chapter 2 entitled "Administration," Article VII entitled "Standards of Conduct," Division 5 thereof entitled "Campaign Finance Reform," encompassing City Code Section 2-487 "Prohibited campaign contributions by vendors", City Code Section 2-488 "Prohibited campaign contributions by lobbyists on procurement issues", City Code Section 2-489 "Prohibited campaign contributions by real estate developers", and City Code Section 2-490 "Prohibited campaign contributions by lobbyists on real estate development issues", are all hereby amended in the following manner effective January 1, 2016, to read as follows:

Sec. 2-487. Prohibited campaign contributions by vendors.

A. General.

- (1) (a) No vendor shall give a campaign contribution directly or indirectly to a candidate, or to the campaign committee of a candidate, for the offices of mayor or commissioner. Commencing on the effective date of this ordinance, all proposed city contracts, purchase orders, standing orders, direct payments, as well as requests for proposals (RFP), requests for qualifications (RFQ), requests for letters of interest (RFLI), or bids issued by the city, shall incorporate this section so as to notify potential vendors of the proscription embodied herein.

(b) i No candidate or campaign committee of a candidate for the offices of mayor or commissioner, or member of the City Commission, shall directly or indirectly solicit, accept¹ or deposit into such candidate's campaign account any campaign contribution otherwise prohibited in Section A(1)(a) above ~~directly or indirectly~~ from a vendor. Candidates (or those acting on their behalf), as well as members of the City Commission, shall ensure compliance with this code section by confirming with the procurement division's city records (including City of Miami Beach website) to verify the vendor status of any potential donor.

ii For purposes of Subsection A(1)(b)i hereinabove, the term "indirectly solicit" shall include, but not be limited to, those instances in which a candidate for the offices of Mayor or Commissioner, or a member of the City Commission, solicits campaign contributions for a political committee, regardless of whether said contribution is earmarked by the donor for a particular candidate for City elected office.

(2) A fine of up to \$500.00 shall be imposed on every person who violates this section. Each act of soliciting, giving, accepting or depositing a contribution in violation of this section shall constitute a separate violation. All contributions deposited by a candidate in violation of this section shall be forfeited to the city's general revenue fund.

* * *

(4) As used in this section:

* * *

(d) The term "political committee" shall have the meaning ascribed to such term in Florida Statutes Ch. 106, as amended and supplemented.

Sec. 2-488. Prohibited campaign contributions by lobbyists on procurement issues.

(1) No lobbyist on a present or pending solicitation for goods, equipment or services or on a present or pending award for goods, equipment or services prior to or upon execution of a contract, purchase order, standing order, direct payment, or purchasing card payment shall solicit for or give a campaign contribution directly or indirectly to a candidate, or to the campaign committee of a candidate, for the offices of mayor or commissioner. The term "lobbyist" shall not include those individuals who lobby on behalf of persons and/or entities in connection with their

¹ This portion of the City's Campaign Finance Laws prohibiting direct or indirect solicitation or acceptance of certain campaign contributions, applicable to Code Sections 2-487 through and including 2-490, shall be effective as of January 1, 2016 in order to obviate issues of unlawful retroactive legislation.

provision of goods, equipments or services not exceeding \$1000,000 in a City of Miami Beach fiscal year wherein city commission action is not required.

* * *

(b) i. No candidate, or campaign committee of a candidate for the offices of mayor or commissioner, or member of the City Commission, shall directly or indirectly solicit, accept or deposit into such candidate's campaign account any campaign contribution otherwise prohibited in Section (1) above directly or indirectly from a lobbyist subject to the provisions of this ordinance. Candidates (or those acting on their behalf), as well as members of the City Commission, shall ensure compliance with this code section by confirming with the city clerk's records to verify the lobbyist status of any potential donor.

ii. For purposes of Subsection (1)(b)i hereinabove, the term "indirectly solicit" shall include, but not be limited to, those instances in which a candidate for the offices of Mayor and Commissioner, or a member of the City Commission, solicits campaign contributions for a political committee, regardless of whether said contribution is earmarked by the donor for a particular candidate for City elected office.

* * *

(3) A fine of up to \$500.00 shall be imposed on every person who violates this section. Each act of soliciting, giving, accepting or depositing a contribution in violation of this section shall constitute a separate violation. All contributions deposited ~~received~~ by a candidate in violation of this section shall be forfeited to the city's general revenue fund.

* * *

(5) The term "political committee" shall have the meaning ascribed to such term in Florida Statutes Ch. 106, as amended and supplemented.

Sec. 2-489. Prohibited campaign contributions by real estate developers.

A. General.

(1) (a) No real estate developer shall give a campaign contribution directly or indirectly to a candidate, or to the campaign committee of a candidate, for the offices of mayor or commissioner. Commencing on the February 15, 2003, all applications for development agreements and for changes

in zoning map designation as well as future land use map changes shall incorporate this section so as to notify potential real estate developers of the proscription embodied herein

- (b) i. No candidate, or campaign committee of a candidate for the offices of mayor or commissioner, or member of the City Commission, shall directly or indirectly solicit, accept or deposit into such candidate's campaign account any campaign contribution otherwise prohibited in Section A(1)(a) above directly or indirectly from a real estate developer. Candidates (or those acting on their behalf), as well as members of the City Commission, shall ensure compliance with this code section by confirming with the city planning department's records (including City of Miami Beach website) to verify the real estate developer status of any potential donor.

ii. For purposes of Subsection A(1)(b)i hereinabove, the term "indirectly solicit" shall include, but not be limited to, those instances in which a candidate for the offices of Mayor or Commissioner, or a member of the City Commission, solicits campaign contributions for a political committee, regardless of whether said contribution is earmarked by the donor for a particular candidate for City elected office.

(2) A fine of up to \$500.00 shall be imposed on every person who violates this section. Each act of soliciting, giving, accepting or depositing a contribution in violation of this section shall constitute a separate violation. All contributions deposited by a candidate in violation of this section shall be forfeited to the city's general revenue fund.

* * *

(4) As used in this section:

* * *

(d) The term "political committee" shall have the meaning ascribed to such term in Florida Statutes Ch. 106, as amended and supplemented.

Sec. 2-490. Prohibited campaign contributions by lobbyists on real estate development issues.

(1) No lobbyist on a pending application for a development agreement with the city, or application for change of zoning map designation or change to the city's future land use map shall solicit for or give a campaign contribution directly or indirectly to a candidate, or to the campaign committee of a candidate, for the offices of mayor or commissioner.

* * *

(b) i. No candidate, or campaign committee of a candidate for the offices of mayor or commissioner, or member of the City Commission, shall directly or indirectly solicit, accept or deposit into such candidate's campaign account any campaign contribution otherwise prohibited in Section (1) above directly or indirectly from a lobbyist subject to the provisions of this section. Candidates (or those acting on their behalf), as well as members of the City Commission, shall ensure compliance with this code section by confirming with the city clerk's and planning department's records to verify the lobbyist status of any potential donor.

ii. For purposes of Subsection (1)(b)i hereinabove, the term "indirectly solicit" shall include, but not be limited to, those instances in which a candidate for the offices of Mayor or Commissioner, or a member of the City Commission, solicits campaign contributions for a political committee, regardless of whether said contribution is earmarked by the donor for a particular candidate for City elected office.

* * *

(3) A fine of up to \$500.00 shall be imposed on every person who violates this section. Each act of soliciting, giving, accepting or depositing a contribution in violation of this section shall constitute a separate violation. All contributions deposited ~~received~~ by a candidate in violation of this section shall be forfeited to the city's general revenue fund.

* * *

(7) The term "political committee" shall have the meaning ascribed to such term in Florida Statutes Ch. 106, as amended and supplemented.

SECTION 2. REPEALER.

All ordinances or parts of ordinances in conflict herewith be and the same are hereby repealed.

SECTION 3. SEVERABILITY.

If any section, sentence, clause or phrase of this ordinance is held to be invalid or unconstitutional by any court of competent jurisdiction, then said holding shall in no way affect the validity of the remaining portions of this ordinance.

SECTION 4. CODIFICATION.

It is the intention of the Mayor and City Commission of the City of Miami Beach, and it is hereby ordained that the provisions of this ordinance shall become and be made a part

of the Code of the City of Miami Beach, Florida. The sections of this ordinance may be renumbered or re-lettered to accomplish such intention, and the word "ordinance" may be changed to "section," "article," or other appropriate word.

SECTION 5. EFFECTIVE DATE.

This Ordinance shall take effect on January 1, 2016.

PASSED and ADOPTED this _____ day of _____, 2015.

ATTEST:

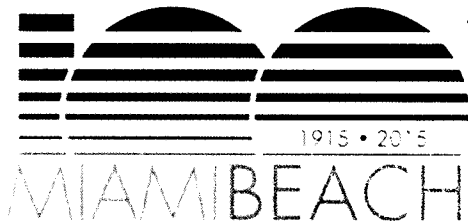
PHILIP LEVINE
MAYOR

RAFAEL E. GRANADO
CITY CLERK

(Requested by City Commissioner Jonah Wolfson)

APPROVED AS TO
FORM & LANGUAGE
& FOR EXECUTION

Dominic P. [Signature] 1/23/16
City Attorney Date

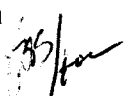


OFFICE OF THE CITY ATTORNEY
RAUL J. AGUILA, CITY ATTORNEY

COMMISSION MEMORANDUM

To: Mayor Philip Levine
Members of the City Commission

Date: September 30, 2015

From: Raul J. Aguila
City Attorney 

Subject: A RESOLUTION OF THE MAYOR AND CITY COMMISSION OF THE CITY OF MIAMI BEACH, FLORIDA APPROVING, FOLLOWING A DULY NOTICED PUBLIC HEARING PURSUANT TO SECTIONS 170.07 AND 170.08, FLORIDA STATUTES, THE FINAL ASSESSMENT ROLL FOR THE SPECIAL ASSESSMENT DISTRICT KNOWN AS THE LINCOLN ROAD BUSINESS IMPROVEMENT DISTRICT, AND CONFIRMING SUCH ASSESSMENTS AS LEGAL, VALID, AND BINDING FIRST LIENS UPON THE PROPERTY AGAINST WHICH SUCH ASSESSMENTS ARE MADE UNTIL PAID.

A RESOLUTION OF THE MAYOR AND CITY COMMISSION OF THE CITY OF MIAMI BEACH, FLORIDA, APPROVING IN SUBSTANTIAL FORM AND AUTHORIZING THE OFFICE OF THE CITY MANAGER AND OFFICE OF THE CITY ATTORNEY TO FINALIZE A MEMORANDUM OF UNDERSTANDING WITH THE LINCOLN ROAD BUSINESS IMPROVEMENT DISTRICT, INC., TO STABILIZE AND IMPROVE THE LINCOLN ROAD RETAIL BUSINESS DISTRICT, WHICH IS LOCATED WITHIN A NATIONALLY RECOGNIZED HISTORIC DISTRICT, THROUGH PROMOTION, MANAGEMENT, MARKETING, AND OTHER SIMILAR SERVICES; AND, IF SUCCESSFUL, AUTHORIZING THE MAYOR AND CITY CLERK TO EXECUTE THE MEMORANDUM OF UNDERSTANDING ON BEHALF OF THE CITY.

A. Background

On April 15, 2015, and as sponsored by Commissioner Michael Grieco, the Mayor and City Commission adopted Resolution No. 2015-28992, which created, pursuant to Chapter 170, Florida Statutes, and subject to the approval of a majority of the affected property owners, a special assessment district to be known as the Lincoln Road Business Improvement District (the "District"), for a term of ten (10) years, to stabilize and improve the Lincoln Road retail business district, which is located within a nationally recognized historic district, through promotion, management, marketing, and other similar services.

On May 20, 2015, the Mayor and City Commission adopted Resolution No. 2015-29026, which called for a special mail ballot election (the "Election") to be held from June 29, 2015 to July 24, 2015, to determine whether a majority of the affected property owners approved the creation of the District. The affected property owners overwhelmingly approved the creation of the District. The results of the Election are as follows: 57 ballots were cast in favor of the creation of the District, 3 ballots were cast in opposition to the creation of the District, 4 ballots were rejected as improperly cast, and 12 ballots were not returned.

On July 31, 2015, the Mayor and City Commission approved Resolution No. 2015-29098, adopting the Official Election Certification of the Canvassing Board for the Election, and setting, pursuant to Sections 170.07 and 170.08, Florida Statutes, a public hearing on September 30, 2015, for the owners of the property to be assessed or any other interested persons to appear before the Mayor and City Commission and be heard as to the propriety and advisability of making such improvements, as to the cost thereof, as to the manner of payment therefor, and as to the amount thereof to be assessed against each property so improved.

The following Resolutions are submitted for consideration by the Mayor and City Commission: (1) a Resolution, sponsored by Commissioner Michael Grieco, approving the final assessment roll for the District; and (2) a Resolution, sponsored by Commissioner Deede Weithorn, approving in substantial form and authorizing the Office of the City Manager and Office of the City Attorney to finalize a Memorandum of Understanding with the Lincoln Road Business Improvement District, Inc.

B. Requirement of a public hearing, pursuant to Chapter 170, Florida Statutes, to levy the special assessments and approve the final assessment roll

Pursuant to Sections 170.07 and 170.08, Florida Statutes, a public hearing is scheduled for September 30, 2015 at 5:10 p.m., for the owners of the property to be assessed or any other interested persons to appear before the Mayor and City Commission and be heard as to the propriety and advisability of making such improvements, as to the cost thereof, as to the manner of payment therefor, and as to the amount thereof to be assessed against each property so improved.

Following the public hearing, the Mayor and City Commission shall make a final decision on whether to levy the special assessments. At that time, the Mayor and City Commission shall also serve as an "equalizing board" to hear and consider any and all complaints as to the special assessments, and shall adjust and equalize the assessments on a basis of justice and right.

When so equalized, and approved by Resolution of the Mayor and City Commission, a final assessment roll shall be filed with the City Clerk, and the special assessments (as set forth in the final roll) shall stand confirmed and remain legal, valid, and binding liens upon the property against which such assessments are made, until paid. The preliminary assessment roll is attached to the first attached Resolution as Exhibit "A".

C. Memorandum of Understanding

The Lincoln Road Property Owners Association, Inc. is in the process of incorporating a Florida not-for-profit corporation to be known as the Lincoln Road Business Improvement District, Inc. (the "LRBID") to administer the District. The City desires to enter into a Memorandum of

Understanding ("MOU") with the LRBID to set forth, among other things, the obligations of the LRBID to administer the District, as well as the rights and obligations of the City to collect the special assessments, conduct an annual review of the LRBID's budget and activities, and audit the LRBID. The City also desires to enter into the MOU to ensure the LRBID's compliance with Chapter 170, Florida Statutes; the requirements of the Uniform Special District Accountability Act, set forth in Chapter 189, Florida Statutes; and Florida Sunshine Law, including, without limitation, Chapter 286, Florida Statutes. The MOU authorizes the City Manager to, after consultation with the Executive Committee of the LRBID, appoint an Authorized Representative as a non-voting, *ex officio* member of the Board of Directors and Executive Committee of the LRBID. The City Manager shall have the sole and final authority to select the City's appointee.

The MOU includes, as an exhibit, the draft articles of incorporation and by-laws of the Lincoln Road Business Improvement District, Inc.

The second attached Resolution approves in substantial form and authorizes the Office of the City Manager and Office of the City Attorney to finalize the MOU and, if successful, authorizes the Mayor and City Clerk to execute the MOU on behalf of the City.

RESOLUTION NO. _____

A RESOLUTION OF THE MAYOR AND CITY COMMISSION OF THE CITY OF MIAMI BEACH, FLORIDA APPROVING, FOLLOWING A DULY NOTICED PUBLIC HEARING PURSUANT TO SECTIONS 170.07 AND 170.08, FLORIDA STATUTES, THE FINAL ASSESSMENT ROLL FOR THE SPECIAL ASSESSMENT DISTRICT KNOWN AS THE LINCOLN ROAD BUSINESS IMPROVEMENT DISTRICT, AND CONFIRMING SUCH ASSESSMENTS AS LEGAL, VALID, AND BINDING FIRST LIENS UPON THE PROPERTY AGAINST WHICH SUCH ASSESSMENTS ARE MADE UNTIL PAID.

WHEREAS, on April 15, 2015, the Mayor and City Commission adopted Resolution No. 2015-28992, which created, pursuant to Chapter 170, Florida Statutes, and subject to the approval of a majority of the affected property owners, a special assessment district to be known as the Lincoln Road Business Improvement District (the "District"), for a term of ten (10) years, to stabilize and improve the Lincoln Road retail business district, which is located within a nationally recognized historic district, through promotion, management, marketing, and other similar services; and

WHEREAS, on May 20, 2015, the Mayor and City Commission adopted Resolution No. 2015-29026, which called for a special mail ballot election (the "Election") to be held from June 29, 2015 to July 24, 2015, to determine whether a majority of the affected property owners approved the creation of the District; and

WHEREAS, the affected property owners overwhelmingly approved the creation of the District; and

WHEREAS, the results of the Election are as follows: 57 ballots were cast in favor of the creation of the District, 3 ballots were cast in opposition to the creation of the District, 4 ballots were rejected as improperly cast, and 12 ballots were not returned; and

WHEREAS, pursuant to Sections 170.07 and 170.08, Florida Statutes, the Mayor and City Commission held a duly noticed public hearing on September 30, 2015 for the owners of the property to be assessed or any other interested persons to appear before the Mayor and City Commission and be heard as to the propriety and advisability of making such improvements, as to the cost thereof, as to the manner of payment therefor, and as to the amount thereof to be assessed against each property so improved; and

WHEREAS, following the testimony, the Mayor and City Commission voted to levy the special assessments; and

WHEREAS, thereafter, pursuant to Section 170.08, Florida Statutes, the City Commission met as an equalizing board to hear and consider any and all complaints as to the special assessments and to adjust and equalize the assessments on a basis of justice and right, following which the Mayor and City Commission approved the final assessment roll; and

WHEREAS, the final assessment roll for the District is attached hereto and incorporated herein as Exhibit "A".

NOW, THEREFORE, BE IT RESOLVED BY THE MAYOR AND CITY COMMISSION OF THE CITY OF MIAMI BEACH, FLORIDA, that, following a duly noticed public hearing held on September 30, 2015 pursuant to Sections 170.07 and 170.08, Florida Statutes, the Mayor and City Commission hereby approve the final assessment roll for the special assessment district known as the Lincoln Road Business Improvement District, and confirm such assessments as legal, valid, and binding first liens upon the property against which such assessments are made until paid.

PASSED and ADOPTED this ____ day of _____, 2015.

Philip Levine
Mayor

ATTEST:

Rafael E. Granado
City Clerk

(Sponsored by Commissioner Michael Grieco)

APPROVED AS TO
FORM & LANGUAGE
& FOR EXECUTION

Jeffrey B. ... for 9/28/2015
City Attorney Date
AK

EXHIBIT "A"

PRELIMINARY ASSESSMENT ROLL

1. Folios with Lincoln Road Frontage

Folios with frontage on Lincoln Road shall be assessed at two dollars (\$2.00) per square foot. See Assessment Methodologies, attached as Exhibit "B".

<u>No.</u>	<u>Property Address</u>	<u>Lot S. F.</u>	<u>Folio No. (02-3234-)</u>	<u>Assessment</u>
1	1111 Lincoln Rd.	48,000	018-0080	\$96,000
2	1100 Lincoln Rd. ¹	44,353	018-0250	\$88,706
3	1001 Lincoln Rd.	16,189	018-0070	\$32,378
4	1035 Lincoln Rd.	15,000	018-0040	\$30,000
5	1031 Lincoln Rd.	3,750	018-0074	\$7,500
6	1029 Lincoln Rd.	3,750	018-0050	\$7,500
7	1025 Lincoln Rd.	4,631	018-0072	\$9,262
8	1023 Lincoln Rd.	4,764	018-0060	\$9,528
9	1036 Lincoln Rd.	15,000	002-0090	\$30,000
10	1018 Lincoln Rd.	7,500	002-0080	\$15,000
11	1000 Lincoln Rd.	16,500	002-0070	\$33,000
12	1657 Michigan Ave.	7,500	018-0010	\$15,000
13	927 Lincoln Rd.	22,500	018-0020	\$45,000
14	901 Lincoln Rd.	15,000	018-0030	\$30,000
15	930 Lincoln Rd.	15,000	002-0220	\$30,000
16	918 Lincoln Road, #1A ²	1,554	076-0010	\$3,108
17	920 Lincoln Road, #2A	1,258	076-0020	\$2,516
18	922 Lincoln Road, #3A	1,490	076-0030	\$2,980
19	910 Lincoln Rd	7,500	002-0200	\$15,000
20	900 Lincoln Rd	7,500	002-0190	\$15,000
21	825 Lincoln Rd	22,517	007-0550	\$45,034
22	801 Lincoln Rd.	22,500	007-0540	\$45,000
23	846 Lincoln Rd.	7,500	002-0350	\$15,000
24	838 Lincoln Rd.	15,000	002-0340	\$30,000
25	818 Lincoln Rd.	7,500	002-0330	\$15,000
26	800 Lincoln Rd.	15,000	002-0320	\$30,000
27	741 Lincoln Rd.	11,726	007-0491	\$23,452
28	719 Lincoln Rd.	18,836	007-0490	\$37,672
29	701 Lincoln Rd.	15,000	000-0010	\$30,000

¹ 1100 Lincoln Road shall be assessed based on the square footage of that portion of the lot that lies between Lincoln Road and Lincoln Lane South.

² 918, 920, and 922 Lincoln Road form part of a condominium. The common areas owned by the condominium association shall be excluded from the special assessment district.

<u>No.</u>	<u>Property Address</u>	<u>Lot S. F.</u>	<u>Folio No. (02-3234-)</u>	<u>Assessment</u>
30	663 Lincoln Rd. ³	1,460	219-0010	\$2,920
31	665 Lincoln Rd.	1,465	219-0020	\$2,930
32	667 Lincoln Rd.	1,089	219-0030	\$2,178
33	643 Lincoln Rd.	10,500	000-0030	\$21,000
34	635 Lincoln Rd.	5,250	005-0010	\$10,500
35	631 Lincoln Rd.	5,250	005-0020	\$10,500
36	607 Lincoln Rd.	5,201	005-0030	\$10,402
37	605 Lincoln Rd., #100 ⁴	3,310	168-0010	\$6,620
38	605 Lincoln Rd., #110	2,979	168-0020	\$5,958
39	605 Lincoln Rd., #120	3,219	168-0030	\$6,438
40	734 Lincoln Rd.	15,000	003-0040	\$30,000
41	1646 Euclid	15,000	003-0010	\$30,000
42	730 Lincoln Rd.	7,500	003-0030	\$15,000
43	720 Lincoln Rd.	7,500	003-0020	\$15,000
44	670 Lincoln Rd.	30,000	003-0060	\$60,000
45	600 Lincoln Rd.	15,000	003-0050	\$30,000
46	551 Lincoln Rd.	15,487	005-0050	\$30,974
47	533 Lincoln Rd.	5,250	005-0060	\$10,500
48	521 Lincoln Rd.	5,250	005-0070	\$10,500
49	511 Lincoln Rd.	5,250	005-0080	\$10,500
50	501 Lincoln Rd.	4,987	005-0090	\$9,974
51	532 Lincoln Rd.	16,500	003-0100	\$33,000
52	530 Lincoln Rd.	7,500	003-0080	\$15,000
53	455 Lincoln Rd.	4,987	005-0100	\$9,974
54	433 Lincoln Rd.	10,500	005-0110	\$21,000
55	421 Lincoln Rd.	10,500	005-0120	\$21,000
56	401 Lincoln Rd. ⁵	8,738	072-0010	\$17,476
57	1620 Drexel Ave. ⁶	7,000	003-0070	\$14,000
58	408 Lincoln Rd. ⁷	55,659	006-0020	\$111,318

³ 663, 665, and 667 Lincoln Road form part of a condominium. The common areas owned by the condominium association shall be excluded from the special assessment district.

⁴ 605 Lincoln Road is a condominium. The common areas owned by the condominium association shall be excluded from the special assessment district.

⁵ 401 Lincoln Road is a condominium. The common areas owned by the condominium association shall be excluded from the special assessment district.

⁶ Only that portion of 1620 Drexel Avenue that is owned or occupied by a religious institution and used as a place of worship or education shall be excluded from the special assessment district. The remainder of the property is included in the special assessment district.

⁷ 408 Lincoln Road shall be assessed based on the square footage of that portion of the lot that lies between Lincoln Road and Lincoln Lane South.

2. Folios without Lincoln Road Frontage

Folios without Lincoln Road frontage shall be assessed at twenty cents (\$0.20) per square foot. See Assessment Methodologies, attached as Exhibit "B".

<u>No.</u>	<u>Street Address</u>	<u>Lot S. F.</u>	<u>Folio (02-3234)</u>	<u>Assessment</u>
59	1681 Lenox	16,000	004-0800	\$3,200
60	1685 Lenox	8,000	004-0790	\$1,600
61	1664 Lenox	4,500	004-0850	\$900
62	1666 Lenox	7,500	004-0860	\$1,500
63	1056 17 Street	8,000	004-0780	\$1,600
64	1000 17 Street	8,000	004-0770	\$1,600
65	1680 Michigan, #100 ⁸	1,933	178-0010	\$387
66	1680 Michigan, #101	676	178-0020	\$135
67	1680 Michigan, #103	680	178-0030	\$136
68	1691 Michigan	76,500	004-0690	\$15,300
69	1699 Jefferson	7,500	007-0610	\$1,500
70	1685 Jefferson	7,500	007-0620	\$1,500
71	1688 Meridian	11,250	007-0600	\$2,250
72	1680 Meridian	11,250	007-0590	\$2,250
73	1674 Meridian	8,250	007-0580	\$1,650
74	723 N. Lincoln Lane	20,563	007-0520	\$4,113
75	1675 Meridian	49,938	007-0530	\$9,988
76	1672 Drexel	66,649	000-0930	\$13,330
Total for properties with Lincoln Road frontage:			58 Folios	\$1,363,498
Total for properties without Lincoln Road frontage:			18 Folios	\$62,739
<u>TOTAL FOR PROPERTIES WITHIN DISTRICT</u>			<u>76 Folios</u>	<u>\$1,426,237</u>

⁸ 1680 Michigan is a condominium. The common areas owned by the condominium shall be excluded from the special assessment district.

EXHIBIT "B"

ASSESSMENT METHODOLOGIES

The following assessment methodologies (i.e., formulas) shall apply to properties within the District:

1. Property with Lincoln Road frontage

Properties that front Lincoln Road shall be assessed at the rate of two dollars (\$2.00) per square foot of the lot size, based on the size of the ground floor only.

2. Property without Lincoln Road frontage

Properties that do not front Lincoln Road shall be assessed at the rate of twenty cents (\$0.20) per square foot of the lot size, based on the size of the ground floor only.

3. Property owned or occupied by a religious institution

Property owned or occupied by a religious institution and used as a place of worship or education shall be excluded and exempted from the proposed special assessment district. Section 170.201(2) defines "religious institution" as any church, synagogue, or other established physical place for worship at which nonprofit religious services and activities are regularly conducted and carried on. If any portion of a property owned by a religious institution is not used as a place of worship or education, that portion of the property shall not be excluded or exempted from the proposed special assessment district.

4. Property owned by a condominium association

Any common areas owned by condominium associations and located on the ground floor of a condominium shall be excluded and exempted from the proposed special assessment district. The following property addresses include common areas owned by condominium associations and located on the ground floor: 401 Lincoln Road, 605 Lincoln Road, 663-667 Lincoln Road, 918-922 Lincoln Road, and 1680 Michigan Avenue.

5. 408 Lincoln Road and 1110 Lincoln Road

With respect to 408 Lincoln Road and 1110 Lincoln Road, the special assessment shall be calculated based on the square footage of only that portion of property that lies north of Lincoln Lane South.

RESOLUTION NO. _____

A RESOLUTION OF THE MAYOR AND CITY COMMISSION OF THE CITY OF MIAMI BEACH, FLORIDA, APPROVING IN SUBSTANTIAL FORM AND AUTHORIZING THE OFFICE OF THE CITY MANAGER AND OFFICE OF THE CITY ATTORNEY TO FINALIZE A MEMORANDUM OF UNDERSTANDING WITH THE LINCOLN ROAD BUSINESS IMPROVEMENT DISTRICT, INC., TO STABILIZE AND IMPROVE THE LINCOLN ROAD RETAIL BUSINESS DISTRICT, WHICH IS LOCATED WITHIN A NATIONALLY RECOGNIZED HISTORIC DISTRICT, THROUGH PROMOTION, MANAGEMENT, MARKETING, AND OTHER SIMILAR SERVICES; AND, IF SUCCESSFUL, AUTHORIZING THE MAYOR AND CITY CLERK TO EXECUTE THE MEMORANDUM OF UNDERSTANDING ON BEHALF OF THE CITY.

WHEREAS, on April 15, 2015, the Mayor and City Commission adopted Resolution No. 2015-28992, which created, pursuant to Chapter 170, Florida Statutes, and subject to the approval of a majority of the affected property owners, a special assessment district to be known as the Lincoln Road Business Improvement District (the "District"), for a term of ten (10) years, to stabilize and improve the Lincoln Road retail business district, which is located within a nationally recognized historic district, through promotion, management, marketing, and other similar services; and

WHEREAS, on May 20, 2015, the Mayor and City Commission adopted Resolution No. 2015-29026, which called for a special mail ballot election (the "Election") to be held from June 29, 2015 to July 24, 2015, to determine whether a majority of the affected property owners approved the creation of the District; and

WHEREAS, the affected property owners overwhelmingly approved the creation of the District; and

WHEREAS, the results of the Election are as follows: 57 ballots were cast in favor of the creation of the District, 3 ballots were cast in opposition to the creation of the District, 4 ballots were rejected as improperly cast, and 12 ballots were not returned; and

WHEREAS, pursuant to Sections 170.07 and 170.08, Florida Statutes, the Mayor and City Commission held a duly noticed public hearing on September 30, 2015 for the owners of the property to be assessed or any other interested persons to appear before the Mayor and City Commission and be heard as to the propriety and advisability of making such improvements, as to the cost thereof, as to the manner of payment therefor, and as to the amount thereof to be assessed against each property so improved; and

WHEREAS, following the testimony, the Mayor and City Commission voted to levy the special assessments; and

WHEREAS, thereafter, pursuant to Section 170.08, Florida Statutes, the Mayor and City Commission met as an equalizing board to hear and consider any and all complaints as to the

special assessments and to adjust and equalize the assessments on a basis of justice and right, following which the Mayor and City Commission approved the final assessment roll for the District; and

WHEREAS, the Lincoln Road Property Owners Association, Inc. is in the process of incorporating a Florida not-for-profit corporation to be known as the Lincoln Road Business Improvement District, Inc. (the "LRBID") to administer the District; and

WHEREAS, the City desires to enter into a Memorandum of Understanding ("MOU") with the LRBID to set forth, among other things, the obligations of the LRBID to administer the District, as well as the rights and obligations of the City to collect the special assessments, conduct an annual review of the LRBID's budget and activities, and audit the LRBID; and

WHEREAS, the City also desires to enter into the MOU to ensure the LRBID's compliance with Chapter 170, Florida Statutes; the requirements of the Uniform Special District Accountability Act, set forth in Chapter 189, Florida Statutes; and Florida Sunshine Law, including, without limitation, Chapter 286, Florida Statutes; and

WHEREAS, the MOU shall be in substantially the same form as the agreement attached hereto as Exhibit "A".

NOW, THEREFORE, BE IT RESOLVED BY THE MAYOR AND CITY COMMISSION OF THE CITY OF MIAMI BEACH, FLORIDA, that the Mayor and City Commission hereby approve in substantial form and authorize the Office of the City Manager and Office of the City Attorney to finalize a Memorandum of Understanding with the Lincoln Road Business Improvement District, Inc., to stabilize and improve the Lincoln Road retail business district, which is located within a nationally recognized historic district, through promotion, management, marketing, and other similar services; and, if successful, the Mayor and City Commission hereby authorize the Mayor and City Clerk to execute the Memorandum of Understanding on behalf of the City.

PASSED and ADOPTED this ____ day of _____, 2015.

Philip Levine, Mayor

ATTEST:

Rafael E. Granado, City Clerk

(Sponsored by Commissioner Deede Weithorn)

APPROVED AS TO
FORM & LANGUAGE
& FOR EXECUTION

City Attorney

Date

**MEMORANDUM OF UNDERSTANDING
BETWEEN THE CITY OF MIAMI BEACH, FLORIDA AND THE LINCOLN ROAD BUSINESS
IMPROVEMENT DISTRICT, INC.**

This Memorandum of Understanding ("**MOU**") is hereby entered into as of the _____ day of _____, 2015, by and between the City of Miami Beach, Florida, a municipal corporation organized and existing under Florida law, with principal offices at 1700 Convention Center Drive, Miami Beach, Florida 33139 (the "**City**"), and the Lincoln Road Business Improvement District, Inc., a Florida not-for-profit corporation with principal offices at 801 Arthur Godfrey Road, Suite 600, Miami Beach, Florida 33140 (the "**LRBID**") (collectively, the City and the LRBID may hereinafter be referred to as the "**Parties**").

RECITALS

WHEREAS, on April 15, 2015, the Mayor and City Commission of the City of Miami Beach adopted Resolution No. 2015-28992, creating, pursuant to Chapter 170, the Florida Statutes, and subject further to the approval of a majority of the affected property owners, a special assessment district to be known as the Lincoln Road Business Improvement District (the "**District**"), for a term of ten (10) years, to stabilize and improve the Lincoln Road retail business district, which is located within a nationally recognized historic district, through promotion, management, marketing, and other similar services; and

WHEREAS, the District is bounded on the west by Alton Road; on the east by Washington Avenue; on the north by 17th Street; and on the south by Lincoln Lane South; provided, however, that the following properties are excluded and exempted from the District: (i) residential properties; (ii) properties owned or occupied by a religious institution and used as a place of worship or education (as defined in Section 170.201(2), Florida Statutes); and (iii) common areas owned by condominium associations; and

WHEREAS, on May 20, 2015, the Mayor and City Commission adopted Resolution No. 2015-29026, which called for a special mail ballot election (the "**Election**") to be held from June 29, 2015 to July 24, 2015 to determine whether a majority (50% plus one) of the affected property owners approved the creation of the District; and

WHEREAS, the affected property owners overwhelmingly approved the creation of the District; and

WHEREAS, the results of the Election are as follows: fifty-seven (57) ballots were cast in favor of the creation of the District, three (3) ballots were cast in opposition to the creation of the District, four (4) ballots were rejected as improperly cast, and twelve (12) ballots were not returned. A copy of the Official Election Certification of the Canvassing Board is attached hereto as Exhibit "A"; and

WHEREAS, on July 31, 2015, the Mayor and City Commission approved Resolution No. 2015-29098, adopting the Official Election Certification of the Canvassing Board for the Election, and setting, pursuant to Sections 170.07 and 170.08, Florida Statutes, a public hearing

on September 30, 2015, for the owners of the property to be assessed or any other interested persons to appear before the Mayor and City Commission and be heard as to the propriety and advisability of making such improvements, as to the cost thereof, as to the manner of payment therefor, and as to the amount thereof to be assessed against each property so improved; and

WHEREAS, following the duly noticed hearing on September 30, 2015, the Mayor and City Commission voted to levy the special assessments; and

WHEREAS, thereafter, pursuant to Section 170.08, Florida Statutes, the Mayor and City Commission met as an equalizing board to hear and consider any and all complaints as to the special assessments and to adjust and equalize the assessments on a basis of justice and right, following which the Mayor and City Commission approved the final assessment roll; and

WHEREAS, the LRBID was organized by filing Articles of Incorporation (the "Articles") with the Secretary of State of the State of Florida on _____, 2015 (File No. _____); and

WHEREAS, the LRBID shall apply for a tax exemption under Section 501(c)(6) of the Internal Revenue Code; and

WHEREAS, the City and the LRBID desire to enter into this MOU to set forth the obligations of the Parties with respect to the administration of the District.

NOW, THEREFORE, in consideration of the foregoing, the Parties agree as follows:

1. Recitals. The Recitals are true and correct and are hereby incorporated into and made a part of this MOU.
2. Purpose. The purpose of the LRBID is to: (i) stabilize and improve the Lincoln Road retail business district, which is located within a nationally recognized historic district, through promotion, management, marketing, and other similar services; (ii) represent and advocate for the property owners and business owners located within the boundaries of the District; (iii) promote and encourage the continued development of a diverse, vibrant and pedestrian-friendly Lincoln Road mixed-use neighborhood, thereby providing a dynamic setting for businesses, the visiting public, arts and entertainment, as well as area residents; (iv) serve as a cultural and civic hub for the community and foster a spirit of cooperation and maintenance of high standards of quality among its members; and (v) bring transformative projects into the District. A certified copy of the filed Articles of Incorporation and a draft of the Bylaws that will be presented for adoption by the first Board of Directors of the LRBID are attached hereto and incorporated herein as Composite Exhibit "B".
3. Scope of Services. In consideration of the revenue generated by the District from special assessments, the LRBID shall provide, at a minimum, the services set forth in the Budget, Budget Narrative, and Summary of Services, attached hereto and incorporated herein as Composite Exhibit "C".

4. Term and Expiration Date. This MOU and the Parties' obligations hereunder shall commence upon the full execution of this MOU and shall terminate on the earlier of the expiration of the District, the dissolution of the LRBID, the exercise of any of the provisions in Section 13 of this MOU, or upon agreement of the Parties.
5. City's Authorized Representative. The City Manager shall, after consultation with the Executive Committee of the LRBID, appoint an Authorized Representative as a non-voting, *ex-officio* member of the Board of Directors and Executive Committee of the LRBID. Notwithstanding the foregoing sentence, the City Manager shall have the sole and final authority to select the City's appointee.
6. Collection of Special Assessments. The City shall collect the special assessments levied to fund the District, in accordance with the following procedure:
 - a. On or before September 1 of each year, the City shall invoice each affected property owner for payment of the assessment levied to fund the District. The assessment shall be payable in one annual installment by October 1 of each year. Payments shall be made payable to the Finance Director of the City, or the Finance Director's designee. Notwithstanding the provisions of this paragraph, for the first fiscal year following the creation of the District (October 1, 2015 – September 30, 2016), the City shall invoice each affected property owner by November 1, 2015, and the assessment shall be payable to the City by December 1, 2015.
 - b. The City shall remit the assessments collected to the LRBID.
 - c. Installments not paid when due shall become due and payable in accordance with statutory provisions and shall remain liens, coequal with the lien of all state, county, district, and municipal taxes, superior in dignity to all other liens, titles, and claims, until paid, and shall bear interest, at such rates as specified in Section 170.09, Florida Statutes.
 - d. Notwithstanding the provisions of this Section, the LRBID may elect to transfer the responsibility to collect the assessments from the City to the Miami-Dade County Property Appraiser, provided that LRBID must first notify the City in writing of such election on or before April 1 of the preceding fiscal year.
7. Reimbursement of City's Expenses. LRBID shall reimburse the City for any actual out-of-pocket expenses incurred by the City in the course of collecting unpaid assessments, including, without limitation, the cost of recording liens, court costs, and filing fees. The LRBID shall also reimburse the City for its actual costs of postage and mailing supplies for invoices and any other notices.
8. Budget. The LRBID shall not have the power to expend funds or obligate the City for any amount in excess of that provided for in the current budget of the LRBID, except that the LRBID may enter into contractual commitments scheduled in years following the then current fiscal year. Any such commitment shall be binding upon

the LRBID and shall be included in the budget of the LRBID in any and all fiscal years in which any payments required to be made thereunder shall become due and payable. Annually, on or before August 1, the LRBID shall prepare and submit to the City Commission a budget accurately itemizing all estimated revenue and expenses for the succeeding fiscal year beginning October 1. The LRBID shall not expend funds or incur any liability which is not authorized or provided for in its current budget, or in any amendment thereto, unless as otherwise provided herein. The LRBID shall operate within, and be bound by, the budget as approved by the City Commission; provided, the City Commission's review and approval of the LRBID's budget shall be limited solely to a determination of the legality of the expenditures.

9. Annual Report to the Mayor and City Commission. Annually, on or before August 1, the LRBID shall, upon request of the City Manager or the City Manager's designee, provide the City with an annual report detailing the LRBID's activities during the preceding fiscal year.
10. Uniform Special District Accountability Act. The Parties acknowledge and agree that the LRBID is a special district as defined in the Uniform Special District Accountability Act, which is set forth in Chapter 189, Florida Statutes. As such, the LRBID shall comply with all applicable requirements of Chapter 189, Florida Statutes, as may be amended from time to time. The LRBID's compliance with Chapter 189 is a material term of this MOU.
11. Sunshine Law. All meetings of the Executive Committee, Board of Directors, or general membership of the LRBID shall be publicly noticed and open to the public, pursuant to Chapter 286, Florida Statutes, as may be amended from time to time.
12. Public Records Law. The LRBID shall be subject to Florida Public Records Law including, without limitation, Chapter 119, Florida Statutes, as may be amended from time to time.
13. Termination for Cause. If the LRBID shall fail to fulfill in a timely manner, or otherwise violates, any of the covenants, agreements, or stipulations material to this MOU, the City, through its City Manager, shall thereupon have the right to terminate this MOU for cause. Prior to exercising its option to terminate for cause, the City shall notify the LRBID of its violation of the particular term(s) of this MOU, and shall grant LRBID thirty (30) days to cure such default. If such default remains uncured after thirty (30) days, the City may terminate this MOU without further notice to LRBID. Upon termination, the City shall be fully discharged from any and all liabilities, duties, and terms arising out of, or by virtue of, this MOU.

Notwithstanding the above, the LRBID shall not be relieved of liability to the City for damages sustained by the City by any breach of the MOU by the LRBID. The City, at its sole option and discretion, shall be entitled to bring any and all legal/equitable actions that it deems to be in its best interest in order to enforce the

City's right and remedies against the LRBID. The City shall be entitled to recover all costs of such actions, including reasonable attorneys' fees.

14. Indemnification. The LRBID agrees to indemnify and hold harmless the City of Miami Beach and its officers, employees, agents, and contractors, from and against any and all actions (whether at law or in equity), claims, liabilities, losses, and expenses, including, but not limited to, attorneys' fees and costs, for personal, economic, or bodily injury, wrongful death, or loss of or damage to property, which may arise or be alleged to have arisen from the negligent acts, errors, omissions or other wrongful conduct of the LRBID, its officers, employees, agents, contractors, or any other person or entity acting under the LRBID's control or supervision, in connection with, related to, or as a result of the LRBID's performance of the services pursuant to this MOU. To that extent, the LRBID shall pay all such claims and losses and shall pay all such costs and judgments which may issue from any lawsuit arising from such claims and losses, and shall pay all costs and attorneys' fees expended by the City in the defense of such claims and losses, including appeals. The provisions of this Section and of this indemnification shall survive termination or expiration of this MOU.
15. Choice of Law, Venue, and Waiver of Jury Trial. This MOU shall be construed in accordance with the laws of the State of Florida. This MOU shall be enforceable in Miami-Dade County, Florida, and if legal action is necessary by either party with respect to the enforcement of any or all of the terms or conditions herein, exclusive venue for the enforcement of this MOU shall lie in Miami-Dade County, Florida. By entering into this MOU, the LRBID and the City expressly waive any rights either party may have to a trial by jury of any civil litigation related to or arising out of this MOU.
16. Limitation of Liability. The City desires to enter into this MOU only if in so doing the City can place a limit on the City's liability for any cause of action, for money damages due to an alleged breach by the City of this MOU, so that its liability for any such breach never exceeds \$100,000. The LRBID hereby expresses its willingness to enter into this MOU with the LRBID's recovery from the City for any damages and/or action for breach of contract to be limited to \$100,000.

Accordingly, and notwithstanding any other term or condition of this MOU, the LRBID hereby agrees that the City shall not be liable to the LRBID for damages in an amount in excess of \$100,000, for any action or claim for breach of contract arising out of the performance or non-performance of any obligations imposed upon the City by this MOU.

Nothing contained in this section or elsewhere in this MOU is in any way intended to be a waiver of the limitation placed upon the City's liability, as set forth in Section 768.28, Florida Statutes.

17. Audit and Inspections. Upon reasonable verbal or written notice to the LRBID, and at any time during normal business hours (i.e. 9:00 am – 5:00 pm, Monday through

Friday, excluding nationally recognized holidays), and as often as the City Manager may, in his/her reasonable discretion and judgment, deem necessary, there shall be made available to the City Manager, and/or such representatives as the City Manager may deem to act on the City's behalf, to audit, examine, and/ or inspect, any and all other documents and/or records relating to all matters covered by this MOU. The LRBID shall maintain any and all such records at its place of business at the address set forth in the "Notices" section of this MOU. In addition to the provisions in this Section, the LRBID shall also comply with the audit and reporting requirements set forth in Chapter 189, Florida Statutes.

18. Independent Contractor/No Joint Venture. This MOU shall not constitute or make the Parties a partnership or joint venture. For the purposes of this MOU, the LRBID shall be deemed to be an independent contractor, and not a partner, agent, agency, department, or ad hoc committee of the City. No agent or employee of LRBID shall attain any rights or benefits under the Civil Service or Pension Ordinance of the City, or any right generally afforded classified or unclassified employees, including annual leave and sick day accrual. Further, no agent or employee of LRBID shall be deemed entitled to Florida Worker's Compensation Benefits as an employee of the City or accumulation of sick or annual leave.
19. Notices. All notices and communications in writing required or permitted hereunder, shall be delivered personally to the representatives of the LRBID and the City listed below, or may be mailed by U.S. Certified Mail, return receipt requested, postage prepaid, or by a nationally recognized overnight delivery service.

Unless changed by notice in writing, all such notices and communications shall be addressed as follows:

To LRBID: Lincoln Road Business Improvement District, Inc.
 c/o Ozzie Dominguez
 801 Arthur Godfrey Road, Suite 600
 Miami Beach, Florida 33140

To the City: City Manager
 City of Miami Beach
 1700 Convention Center Drive
 Miami Beach, Florida 33139

Notice may also be provided to any other address designated by the party to receive notice if such alternate address is provided via U.S. certified mail, return receipt requested, hand delivered, or by overnight delivery. In the event an alternate notice address is properly provided, notice shall be sent to such alternate address in addition to any other address which notice would otherwise be sent, unless other delivery instruction is specifically provided for by the party entitled to notice. Notice shall be deemed given on the day on which personally served, or the day of receipt by either U.S. certified mail or overnight delivery.

20. Changes and Additions. This MOU cannot be modified or amended without the express written consent of the parties. No modification, amendment, or alteration of the terms or conditions contained herein shall be effective unless contained in a written document executed with the same formality and of equal dignity herewith.
21. Severability. If any term or provision of this MOU is held invalid or unenforceable, the remainder of this MOU shall not be affected and every other term and provision of this MOU shall be valid and be enforced to the fullest extent permitted by law.
22. Entirety of Agreement. The City and LRBID agree that this MOU constitutes the entire agreement between the parties. This MOU supersedes all prior negotiations, correspondence, conversations, agreements or understandings applicable to the matters contained herein, and there are no commitments, agreements or understandings concerning the subject matter of this MOU that are not contained in this document. Title and paragraph headings are for convenient reference and are not intended to confer any rights or obligations upon the parties to this MOU.

[Signature Page to Follow]

IN WITNESS WHEREOF, the Parties hereto have affixed their signatures, effective on the day first above written.

CITY OF MIAMI BEACH, FLORIDA

ATTEST:

By: _____
Rafael Granado, City Clerk

By: _____
Philip Levine, Mayor

LINCOLN ROAD BUSINESS
IMPROVEMENT DISTRICT, INC.

By: _____

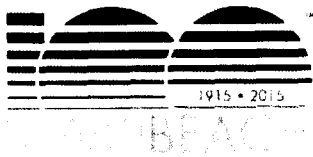
By: _____
Steven Gombinski, President

Print Name/Title

EXHIBIT "A"

Official Election Certification of the Canvassing Board





**SPECIAL MAIL BALLOT ELECTION HELD IN THE CITY OF MIAMI BEACH
FROM JUNE 29, 2015 TO JULY 24, 2015,
TO DETERMINE WHETHER A MAJORITY OF THE AFFECTED PROPERTY OWNERS
APPROVE THE CREATION OF A SPECIAL ASSESSMENT DISTRICT
TO BE KNOWN AS THE
LINCOLN ROAD BUSINESS IMPROVEMENT DISTRICT**

****OFFICIAL ELECTION CERTIFICATION OF THE CANVASSING BOARD****

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

We, the undersigned, **Raul J. Aguila, City Attorney, Nick Kallergis, Assistant City Attorney, and Rafael E. Granado, City Clerk**, constituting the Canvassing Board for the Special Mail Ballot Election to approve the creation of the Lincoln Road Business Improvement District, do hereby certify that we met on the 24th day of July 2015, and proceeded to publicly count the votes cast.

We do hereby certify the results as follows:

Shall a special assessment district known and designated as the Lincoln Road Business Improvement District (the "District") be created for a term of ten (10) years, with an estimated annual budget of \$1,426,237, to stabilize and improve the Lincoln Road retail business district, which is located within a nationally recognized historic district, through promotion, management, marketing, and other similar services, which district is to be funded by special assessments against benefited properties?

YES VOTES 57

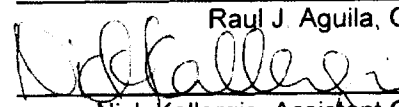
NO VOTES 3

UNRETURNED BALLOTS 12

REJECTED BALLOTS 4

**CANVASSING BOARD**

Raul J. Aguila, City Attorney



Nick Kallergis, Assistant City Attorney

**July 24, 2015**

Rafael E. Granado, City Clerk

Date: July 24, 2015

Composite Exhibit "B"

Articles of Incorporation and
Draft of the Bylaws

DRAFT

ARTICLES OF INCORPORATION

OF

LINCOLN ROAD BUSINESS IMPROVEMENT DISTRICT, INC.

(A Florida Not For Profit Corporation)

The undersigned, a natural person over the age of 18, hereby files these Articles of Incorporation of LINCOLN ROAD BUSINESS IMPROVEMENT DISTRICT, INC. (hereafter referred to as the "**Corporation**"), in compliance with Chapter 617, *Florida Statutes*, the Florida Not For Profit Corporation Act (the "**Act**").

ARTICLE I ORGANIZATION

1.1 Name:

The Corporation shall be known as Lincoln Road Business Improvement District, Inc.

1.2 Offices:

The principal offices of the Corporation shall be located in the State of Florida at such place or places as the Board of Directors may from time to time, designate. The initial principal office and mailing address of the Corporation shall be located in care of Lincoln Road Property Owners Association, Inc., 801 Arthur Godfrey Road, Suite 600, Miami Beach, Florida, 33140, Attn: Ozzie Dominquez.

ARTICLE II PURPOSES

The purposes for which the Corporation is organized is to stabilize and improve the Lincoln Road retail business district in the City of Miami Beach, Florida, which is located within a nationally recognized historic district (the "**District**"), through promotion, management, marketing and other related services. The District is located within the City of Miami Beach, Florida, and is bounded on the west by Alton Road; on the east by Washington Avenue; on the north by 17th Street; and on the south by Lincoln Lane South; *provided, however*, that the following properties are exempted and excluded from the District (1) residential properties, (2) properties owned or occupied by a religious institution and used as a place of worship or education (as defined in Section 170.201(2), *Florida Statutes*), and (3) common areas owned by condominium associations. The District is a special assessment district created pursuant to Chapter 170, *Florida Statutes*, and was approved by majority vote of the property owners located within those boundaries in the election held from June 19, 2015 through July 24, 2015, in accordance with Resolution 2015-28992 approved by the City Commission of the City of Miami Beach, Florida on April 15, 2015.

In furtherance of those purposes, the Corporation shall, without limitation, conduct or support the following activities:

- 1) To represent and act as an advocate for the business owners and property owners located within the boundaries of the District;
- 2) To stabilize and improve the continued development and maintenance of a diverse, vibrant, pedestrian-friendly, mixed-use neighborhood, thereby providing an appropriate setting for businesses, the visiting public, arts and entertainment, as well as area residents;
- 3) To promote the District to serve as a cultural and civic hub for the community;
- 4) To encourage a spirit of cooperation and maintenance of high standards among its members; and
- 5) To be an integrating force to bring transformative projects into the District.

The Corporation shall be limited in all events to exempt purposes described in Section 501(c)(6) of the Internal Revenue Code of 1986 (hereinafter, the “*Code*”, which term shall include the corresponding section of any future federal tax code). The Corporation may engage only in activities that are either permitted or not prohibited under the laws of the State of Florida, including Chapter 170, *Florida Statutes*, and laws of the United States of America, as such laws are amended from time to time, and that constitute activities in furtherance of such exempt purposes.

ARTICLE III

TAX EXEMPT STATUS

The Corporation is a not-for-profit corporation organized to provide a broad source of support for businesses in the District.

It is the express purpose of these Articles of Incorporation to limit the authority, powers and purposes of the Corporation and to require the Corporation to conform to the limitations set forth in the Code with reference to organizations which are exempt from tax under section 501(c)(6) of the Code, and nothing herein shall be construed to grant to the Corporation any powers or purposes not contemplated and authorized under the Code.

No substantial part of the assets or the net earnings of the Corporation shall inure to the benefit of, nor be distributed to, any officer, director or member of the Corporation, or to any other private person, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered to the Corporation shall not be deemed to be a distribution of earnings or assets.

The Corporation shall be entitled to make distributions to another not-for-profit entity which is qualified as an exempt organization under Section 501(c)(6) of the Code.

In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed as provided by law to one or more not-for-profit organizations or the City of Miami Beach, Florida (as determined by the Corporation), as described in the Code. Any such assets not so disposed of shall be disposed of by the Circuit Court of Miami-Dade County, Florida, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code; the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code; the Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code; and the Corporation will not make any taxable expenditures as defined in section 4945 of the Code.

ARTICLE IV **MEMBERSHIP AND CORPORATE EXISTENCE**

The Corporation shall have members the qualification for which shall be set forth in the By-Laws of the Corporation. The Corporation shall have perpetual existence.

ARTICLE V **BY-LAWS**

The initial By-Laws of the Corporation shall be adopted by the first Board of Directors of the Corporation. Thereafter, the power to amend, alter or repeal any part or all of the By-Laws of the Corporation shall be vested in the Board of Directors of the Corporation unless otherwise provided in the By-Laws of the Corporation.

ARTICLE VI **DIRECTORS**

The qualifications, manner of election, duties, terms and other matters relating to the Board of Directors of the Corporation shall be provided in the By-Laws of the Corporation as amended from time to time in accordance therewith. The first Board of Directors of the Corporation shall be elected by the Incorporator.

ARTICLE VII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each person who acts as a director or officer of the Corporation shall be indemnified as and to the extent, provided in the By-Laws of the Corporation.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The mailing address of the initial registered office of the Corporation is c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., Museum Tower, 150 West Flagler Street, Suite 2200, Miami, Florida, 33130. The name of the initial registered agent at this office is Stuart D. Ames. The Board of Directors of the Corporation may from time to time designate such other person as its registered agent or such other address and place for the registered office of the Corporation as it may deem appropriate.

ARTICLE IX
INITIAL INCORPORATOR

The Initial Incorporator of the Corporation who is executing these Articles of Incorporation is Steven Gombinski, whose address is 3737 Collins Avenue, Suite 1504, Miami Beach, Florida, 33140.

The undersigned Incorporator has executed these Articles of Incorporation as of September ___, 2015.

Steven Gombinski, Incorporator

ACCEPTANCE OF APPOINTMENT

As

REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 617, *Florida Statutes*.

Stuart D. Ames, Registered Agent

Dated: September __, 2015

BY-LAWS
Of
LINCOLN ROAD BUSINESS IMPROVEMENT DISTRICT, INC.
(A Florida Not-for-Profit Corporation)

Section 1. Definitions, Purposes and Powers.

1.1 Name. The name of this Corporation shall be **LINCOLN ROAD BUSINESS IMPROVEMENT DISTRICT, INC.** It is a not-for-profit corporation organized and existing under the laws of the State of Florida.

1.2 Definitions. The quoted terms set forth below will have the following meanings unless otherwise required by the context in which they may be used:

1.2.1 “Act” means the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes.

1.2.2 “Authorized Owner Representative” means, at any time, a natural person who at such time has been designated in writing to the Corporation by a Member as the person who is authorized to represent such Member in all matters either relating to or affecting the Corporation, including but not limited to voting; *provided* that such person is an executive officer, shareholder, partner or manager with direct operational responsibility for the business of the Member conducted on such property.

1.2.3 “Authorized Tenant Representative” means, at any time, a natural person who at such time has been designated in writing to the Corporation by a retail ground floor tenant or restaurant operator in the District as the person who is authorized to represent such tenant or operator in all matters either relating to or affecting the Corporation; *provided* such person is an executive officer, shareholder, partner or manager with direct operational responsibility for the business of the of such tenant or restaurant operator conducted in the District.

1.2.4 “Articles of Incorporation” means the Articles of Incorporation of the Corporation filed with the Department of State of Florida on the __ day of September, 2015, and any amendments thereto.

1.2.5 “Board of Directors” means the Board of Directors of the Corporation elected as provided in these By-Laws.

1.2.6 “Code” means the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

1.2.7 “Corporation” means Lincoln Road Business Improvement District, Inc., a Florida not-for-profit corporation.

1.2.8 “Director” means an individual who is a member of the Board as described in Section 4.

1.2.9 “District” has the meaning specified in the Articles of Incorporation.

1.2.10 “Entire Board” means, at any time, the total number of then authorized Directors, assuming no vacancies.

1.2.11 “Executive Committee” means the committee of the Board constituted as provided in Section 5.1.

1.2.12 “Majority” means in excess of 50 percent of the applicable total number.

1.2.13 “Member” means an individual or entity who/which qualifies as a Member in accordance with Section 3.

1.2.14 “Officer” means one or more of the positions described in Section 7.

1.2.15 “President” means the President of the Corporation as set forth in Section 7.5.1.

1.2.16 “State” means the State of Florida.

The above definitions shall be equally applicable to the singular and plural forms thereof. References in these By-Laws to “Section” means a section of these By-Laws unless otherwise indicated.

1.3 Statement of Purpose. The Corporation is organized and to be operated as a business league within the meaning of Section 501(c)(6) of the Code. The purposes of the Corporation shall be to: (i) promote and foster the District as a center of culture and commerce in the City of Miami Beach, Florida; (ii) to represent and act as an advocate for the business owners and property owners located within the boundaries of the District; (iii) to stabilize and improve the District through marketing, management, promotion and other similar services; and (iv) to pursue any other lawful activity either permitted or not prohibited by Chapter 170 of the Florida Statutes, as amended from time to time, or other applicable Florida law. In furtherance of this purpose, the Corporation will work toward creating a favorable environment which will increase commercial and cultural activity within the District. The Corporation will encourage a spirit of cooperation and maintenance of high standards among its Members.

1.4 Powers of the Corporation. Except as limited by the Articles of Incorporation and these By-Laws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations pursuant to the Act and in accordance with other applicable law.

1.5 Limitations on Activities.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any Member, Director or Officer or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effectuating one or more of its purposes), and no Member, Director or Officer, or any other private individual, will be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

(b) Notwithstanding any other provision of the Articles of Incorporation or these By-Laws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(6) of the Code.

Upon the dissolution of the Corporation, the Board, after paying or making provisions for the payment of all of the liabilities of the Corporation out of the assets thereof, shall distribute all residual assets of the Corporation to such organization or organizations, which are exempt under Section 501(c)(6) of the Code and are engaged in activities of the type described in Section 1.3, including the City of Miami Beach, Florida. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court determines.

Section 2. Offices and Registered Agent.

The Corporation shall have and continuously maintain in the State a registered office and registered agent (whose office will be identical with such registered office) and may have such other offices within or without the State as the Board may from time to time determine.

Section 3. Membership.

3.1 Qualification. Members shall consist of the owners of any parcel of real property located in the District except for owners of: (i) residential property; (ii) properties owned or occupied by a religious institution and used as a place of worship or education (as defined in Section 170.201(2), *Florida Statutes*); and (iii) common areas owned by condominium associations.

3.2 Voting Rights. Each voting Member shall have one vote for each tax folio for each property it owns in the District. In the case of a Member which is not a natural person, such Member shall designate an Authorized Owner Representative as the person who shall exercise such Member's right to vote as a Member. Only owners of real property located within the District who are current in payment of their District tax assessments shall be entitled to vote. Voting by proxy and by absentee ballot shall be permissible in any election of Directors or on any other matter to be voted upon by Members entitled to vote.

3.3 Meetings of Members. The annual meeting of the Members shall be held at a time and place to be determined by the Executive Committee within sixty (60) days of the end of each fiscal year. Only voting Members shall be entitled to notice of the annual meeting. The Secretary of the Corporation shall send notice of the time and place of each annual meeting of the Corporation to each voting Member at least thirty (30) days prior to the date set for the meeting. In lieu of mailing such notice, the Executive Committee may authorize electronic mail delivery as provided in Section 8.10.1. At the annual meeting, the Members shall: (i) hear reports from the Board, the President and the Executive Director, (ii) elect Directors for the ensuing year, and (iii) transact such other business as may lawfully come before the meeting. In addition, special meetings of the Members for any purpose may be called at any time upon written notice mailed at least ten (10) days in advance of such meeting. Such special meetings shall be called at the instance of a majority of the Executive Committee, a majority of the Board or upon written request of twenty percent (20%) or more of the voting Members. A quorum for the conduct of business at any meeting of the Members shall consist of forty percent (40%) of

the voting Members present in person, or represented by proxies and absentee ballots, at the meeting.

3.4 Telephonic Participation in a Meeting. One or more Members (including Authorized Owner Representatives) may participate in a meeting of Members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time. Participation in a meeting pursuant to the foregoing sentence shall constitute presence in person at such meeting.

Section 4. Board of Directors.

4.1 General Powers. All of the business and affairs of the Corporation shall be managed by, and under the direction of, the Board in a manner consistent with the Act, these By-Laws and other applicable laws and regulations. The Board shall make appropriate delegations of authority to the Officers.

4.2 Qualifications of Directors. Directors need not be residents of the State or Members; *provided* that each Director shall be at least eighteen (18) years of age at the time of election.

4.3 Number and Classification of Directors. The Board shall consist of eleven (11) voting Directors and up to five (5) *ex officio*, non-voting Directors. At least nine (9) Directors must be Members or Authorized Owner Representatives, and up to two (2) Directors may be retail ground floor tenants or restaurant operators in the District or Authorized Tenant Representatives. The total number of Directors, including those who vote and those who do not vote, shall be determined from time to time by a majority vote of the Entire Board upon the recommendation of the Executive Committee. No reduction in the number of voting Directors shall shorten the term of any incumbent voting Director. The voting Directors shall be classified with respect to their terms of office by dividing them into three classes consisting, as nearly as possible, of an equal number of the voting Directors. Each voting Director shall hold office until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death. At each annual election, the successors to the class of Directors whose terms shall expire that year shall be elected to hold office for a term of three (3) years, so that the term of office of one class of Directors shall expire in each year. Each *ex officio* Director, except the City's Authorized Representative (as defined in Section 4.4(b) herein), shall serve at the pleasure of the Board but in no event longer than such person holds the position that result in his becoming an *ex-officio* Director. For example, if the Executive Director's employment with the Corporation terminates for any reason whatsoever, he shall cease being an *ex officio* Director.

4.4 Composition of Board of Directors. Each voting Director shall be a person who is either (i) a Member, (ii) an Authorized Owner Representative, (iii) a retail ground floor tenant or restaurant operator in the District or (iv) an Authorized Tenant Representative. The non-voting *ex officio* Directors shall be composed of:

- (a) The Executive Director of the Corporation;

(b) The City's Authorized Representative, who shall be appointed by the City Manager, in his or her sole discretion and authority, after consultation with the Executive Committee and the Board; and

(c) Three (3) other persons appointed by the Executive Committee.

4.5 Election of Directors.

4.5.1 Nominating There shall be a Nominating Committee (the "***Nominating Committee***") consisting of three (3) members of the Executive Committee chosen by the President and approved by the Executive Committee plus one (1) Director who is not a member of the Executive Committee plus one (1) Member who is not a Director. The Nominating Committee shall nominate individuals to serve on the Board.

4.5.2 Inspectors of Election. The President shall appoint three (3) individuals, who may be Members, Directors, Officers or Corporation staff personnel, chosen by the President and approved by the Executive Committee (collectively, the "***Inspectors of Election***"). The same persons who serve on the Nominating Committee may also be Inspectors of Election; however, no nominee for any office shall be eligible to serve as an inspector of election in connection with any election in which such nominee is a candidate for office.

4.5.3 Procedure. No later than forty-five (45) days prior to the annual meeting of Members, the Nominating Committee shall meet and consider nominations for the position of Director. No person shall be nominated by the Nominating Committee unless the Nominating Committee shall have first obtained that person's consent in writing to run if nominated and to serve if elected.

(a) Nominations for Directors also may be made by a petition of the Members delivered to the Secretary/Treasurer of the Corporation not later than thirty (30) days prior to the annual meeting and signed by fifteen (15) Members. Such a petition shall bear the written acceptance of the person so nominated. The nominations contained in such petition shall be included in the ballot for the annual meeting.

(b) No later than twenty (20) days prior to the annual meeting, the Secretary of the Corporation or the Inspectors of Election shall cause to be prepared for mailing to all Members entitled to vote, ballots listing the number of Director positions to be filled at the election, with the names of all candidates. The ballots shall also allow for a voting Member to write in additional candidates for Director on the ballot and to cast a vote for the additional candidate or candidates so written in.

(c) In addition to the ballots, the Secretary shall also mail to each Member entitled to vote (i) a blank envelope in which said Member's marked ballot shall be enclosed and (ii) a return addressed envelope that the Member shall sign and put said Member's name and return address so that each envelope can be checked to determine that the ballot has been returned by a Member who is eligible to vote. All such envelopes which shall be received by the Corporation not later than the commencement of the annual meeting, including those delivered by hand, shall be turned over to the Inspectors of Election. The Inspectors of Election shall verify the eligibility of the senders, open the mailing envelopes and cause the ballots contained therein to be tabulated. In addition, any Member may receive a ballot and vote in

person at the annual meeting. The Inspectors of Election shall maintain a list of those Members who shall have voted as evidenced by the receipt of their ballot envelopes. The Inspectors of Election shall tabulate the ballots at the annual meeting and the candidates receiving the greatest number of votes, up to the number of Directors to be elected, shall be the Directors and declared duly elected effective at the time that the ballots are tabulated. The results of the balloting shall be formally announced by the President at the annual meeting of Members.

4.6 Term of Office for Directors. Each Director shall serve for a term of three (3) years except as otherwise provided in Section 4.3. Directors may serve a maximum of two (2) consecutive terms (for an aggregate term of six (6) years), unless such limitation is waived by a majority of the members of the Executive Committee; *provided, however*, that, subject to the limitation in Section 4.14, a person who is elected by the Board to fill a vacancy on the Board, who will serve to the next annual meeting may serve for up to two (2) consecutive three-year terms thereafter. After being off the Board for one (1) year, a former Director shall again be eligible for nomination and election to the Board. The provisions of this paragraph shall not apply to the City's Authorized Representative.

4.7 Regular Meetings. Regular meetings of the Board shall be held not less than four (4) times a year (with at least one (1) meeting in each quarter-annual period), at such times and places in Miami Beach, Florida as the Executive Committee may determine. The first regular meeting of the Board shall be held within sixty (60) days after the election of Directors.

4.8 Special Meetings. Special meetings of the Board may be called by or at the direction of either the President, Vice-President or upon the written request of six (6) Directors, such meeting to be held at such time and place as will be designated in the notice thereof, provided that the place of special meetings of the Board shall be in Miami Beach, Florida.

4.9 Notice. Except as otherwise provided herein, notice of the time and place of any regular or special meeting of the Board shall be provided to each Member and Director at least three (3) days prior to such meeting in writing, by facsimile/telefax, electronic mail or posting to the Corporation's internet website, or by telephone or word of mouth, *provided* that the giving of any oral notice shall be recorded in the minutes of the meeting by statement of the Officer, Director or employee giving such notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting by that Director, except where the Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting. Notice shall also be posted in a conspicuous place in the office of the Corporation.

4.10 Quorum. The greater of (i) six (6) or (ii) a majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board, unless otherwise specifically provided by law, the Articles of Incorporation or these By-Laws. Attendance shall be either in person or by telephone connection whereby the distant member(s) and those members present in person all hear and may speak to and be heard by one another on the matters raised therein. If less than a majority of the Directors are present at such meeting, one-third (1/3) of the Directors actually present may adjourn the meeting from time to time without further notice, until a quorum is present.

4.11 Manner of Acting.

4.11.1 Formal Action by Board. The act of the majority, but in no event less than five (5), Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the Act, the Articles of Incorporation or these By-Laws.

4.11.2 Action by Board without a Meeting. No action of the Board shall be valid unless taken at a meeting at which a quorum is present, except that any action which may be taken at a meeting of the Board may be taken without a meeting if consent in writing (setting forth the action so taken) is signed by all Directors.

4.11.3 Telephonic Participation in a Meeting. One or more Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time. Participation in a meeting pursuant to the foregoing sentence shall constitute presence in person at such meeting.

4.12 Resignations and Removal. Any Director may resign from the Board at any time by giving written notice to the President or the Secretary and, unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective. Any Director other than the City's Authorized Representative may be removed from office at any time with or without cause by a vote of two-thirds (2/3) of the Entire Board at a meeting called for that specific purpose. If a Director (except for the City's Authorized Representative) is absent without adequate reason, as determined by the President, from two (2) consecutive meetings of the Board, such Director may be removed from office by a majority vote of the Entire Board.

4.13 Proxies Prohibited. A Director may not vote by proxy.

4.14 Vacancies. Any vacancy occurring in the membership of the Board will be filled by a majority vote of the Board, and such appointee shall serve as Director until the next annual meeting at which time the Members shall elect a new Director to fill the remaining unexpired term of such Director's predecessor in office.

4.15 Compensation. Directors, as such, will not receive any stated salaries for their services, but by resolution of the Board may receive a reasonable amount for attending to their authorized duties; *provided, however*, that subject to the provisions herein concerning self-dealing, nothing herein contained will be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor subject to the requirements set forth in Section 8.1.

Section 5. Executive Committee.

5.1 Composition and Election. There shall be an Executive Committee consisting of the President, Vice President, Secretary and Treasurer of the Corporation, the City's Authorized Representative, and one non-officer Director to be elected annually by the Board at its annual meeting; *provided, however*, that each voting member of the Executive Committee shall either be a property owner within the District or a principal owner of an entity which is a property

owner within the District. The Executive Director of the Corporation and the City's Authorized Representative shall serve as *ex officio* (non-voting) members of the Executive Committee.

5.2 Authority and Restriction. The Executive Committee shall be responsible for carrying out the overall program of the Corporation within the policy as set forth by the Board and shall appoint all committees (other than the Executive Committee) of the Corporation. The Executive Committee shall exercise the full powers of the Board in the management of the Corporation during periods between meetings of the Board, except for those actions prohibited to such committee by these By-Laws or the Act. In particular, the Executive Committee shall not have the power to amend these By-Laws or the Articles of Incorporation or appoint Officers of the Corporation. In addition, any powers authorized herein to be exercised by the Executive Committee may be also exercised by the Board at a duly constituted meeting. All significant actions taken by the Executive Committee shall be brought to the attention of the Board at the next succeeding meeting of the Board.

5.3 Term and Vacancies. Members of the Executive Committee, except for the Executive Director of the Corporation and the City's Authorized Representative, shall hold office for a period of one (1) year or until their successors are duly elected and qualified. Vacancies on the Executive Committee may be filled by the Board at any meeting, or in the interim between meetings of the Board, may be filled temporarily by the President until the next regularly scheduled meeting of the Board.

5.4 Quorum and Voting. A majority of the members of the Executive Committee shall constitute a quorum at any duly called meeting of the Executive Committee. The majority vote, but in no event less than three (3), of those members of the Executive Committee present at a meeting at which a quorum is participating shall constitute the act of the Committee. Attendance at any meeting of the Executive Committee may be by conference telephone or similar communications equipment in the manner provided in Section 4.11.3 for Board meetings. The Executive Committee shall establish its own rules and procedures for matters not covered by these By-Laws.

5.5 Meetings. Regular meetings of the Executive Committee shall be held monthly or as often as is necessary to conduct the affairs of the Corporation at such times and places as the President may determine; special meetings may be called at any time by the President or any three (3) other members of the Executive Committee. The Secretary shall cause written notice (including by facsimile, telefax, electronic mail or posting on the Corporation's internet website) or telephonic or word of mouth notice of the time and place of all regular and special meetings of the Executive Committee to be delivered, at least three (3) days prior to the date of such meeting, to each member of the Executive Committee at such address, facsimile/telefax or telephone numbers as shall appear on the records of the Corporation. Each Notice shall also be posted in a conspicuous place in the office of the Corporation. If the Board authorizes the use of electronic mail, the same shall be effective when sent to the email address of the recipient on file with the Corporation.

Section 6. Committees, Task Forces and Councils.

The Executive Committee by resolution may form from time to time such other committees, task forces or councils as may be deemed desirable in forwarding the program of the Corporation, and each of such committees shall exercise and perform such duties as may be

prescribed by the Executive in such resolution. Members shall be appointed by the Executive Committee by resolution. Members of each such committee shall be composed of Directors if the committee is authorized to perform duties normally considered duties of the Board or the Executive Committee. Other committees may be composed of persons who are not Directors but shall be composed of representatives of Members. No such committee shall have the authority to take actions prohibited to such committee by the Act. Each committee shall have two or more members, and shall serve at the pleasure of the Executive Committee.

Section 7. Officers.

7.1 Officers. The Officers of the Corporation shall be a President, one or more Vice-President(s), a Secretary, a Treasurer and an Executive Director who shall also be Directors. The Corporation may, at the discretion of the Executive Committee, provide for different categories of Officers and may have additional Officers to those enumerated above. No person may simultaneously hold more than one office of the Corporation. The duties of the principal executive Officers are set forth herein. When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office (both such situations referred to thereafter as the "absence" of the Officer), the duties of the office will, unless otherwise provided by the Executive Committee or these By-Laws, be performed by the next Officer set forth in the following sequence: President, Vice President, Secretary, Treasurer and Executive Director.

7.2 Appointment and Tenure. All Officers shall be elected each year by the Board at a meeting to be held immediately following the annual meeting of the Members, but in no event later than thirty (30) days following such annual meeting. Each such Officer shall hold his office beginning with the adjournment of such meeting of the Board and until his successor has been duly elected and qualified, or until his earlier death, resignation or removal from office. Officers may be elected to serve one or more successive terms by the Board; *provided, however*, that the term of the President shall be limited to three (3) consecutive years. After not serving as President for one (1) year, a former President shall again be eligible for nomination and election to the Office of President.

7.3 Resignations and Removal. Any Officer may resign at any time by giving written notice to the President, and, unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective. Any Officer may be removed with or without cause by the Board whenever, in its judgment, the best interest of the Corporation would be served thereby, by majority vote of the Entire Board.

7.4 Vacancies. A vacancy in any office may be filled by the Executive Committee for the unexpired portion of the term.

7.5 Duties of Officers.

7.5.1 President. The President shall be the chief executive officer of the Corporation, a voting Director and a voting member of the Executive Committee. Subject to the directions of the Board and the Executive Committee, the President shall, in general, supervise and control all the business and affairs of the Corporation. The President shall have the power to preside at, and shall be responsible for chairing, all meetings of the Board and all Executive Committee meetings. The President shall perform all duties incident to the office of President

and such other duties as may be prescribed by the Board or the Executive Committee from time to time.

7.5.2 Vice President. In the absence of the President, or in the event of the President's death, resignation or refusal or inability to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers and be subject to all restrictions upon the President. The Vice President shall be a voting Director and a voting member of the Executive Committee. The Vice President shall perform such duties and have such other powers as the Board shall prescribe or as the President may from time to time delegate. Additional Vice Presidents may be elected by the Board, upon the recommendation of the Executive Committee, to fulfill other special purpose officer functions on behalf of the Corporation.

7.5.3 Secretary. The Secretary shall have custody of and maintain all of the corporate records, except the financial records, shall record the minutes of all meetings of the Members and the Board, shall send all notices of meetings out and shall perform such other duties as may be prescribed by the Board or the President. The Secretary shall be a voting Director and a voting member of the Executive Committee.

7.5.4 Treasurer. The Treasurer shall supervise the Executive Director in the performance of his duties as custodian of corporate funds and financial records. The Treasurer shall be a voting Director and a voting member of the Executive Committee.

7.5.5 Executive Director. Employment of the Executive Director will be subject to approval of the Board and will serve at the pleasure of the Board. The Executive Director will serve as the chief operating officer of the Corporation and as such, will devote his time, attention, skills and efforts to the affairs of the Corporation as shall be determined by the Board. The Executive Director shall be responsible for the administration of the affairs of the Corporation and execution of policy as directed by the Board, subject to the supervision and control of the President. The Executive Director will have the following responsibilities:

7.5.5.1 Serve as an *ex-officio* (non-voting) member of the Executive Committee and the Board.

7.5.5.2 Serve as an *ex-officio* member of all other committees, task forces and councils.

7.5.5.3 Serve as a professional consultant and facilitator to the Officers, the Board, the Executive Committee, task forces, councils and committees of the Corporation in formulating objectives, programs, policies and in planning, coordinating and executing programs of the Corporation.

7.5.5.4 Represent and serve as an advocate for the Corporation before the City of Miami Beach and throughout the Miami Beach community and Miami-Dade County.

7.5.5.5 Have custody of all corporate funds and financial records subject to the supervision and control of the Treasurer, keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of the Board, all

in accordance with the policies and procedures to be adopted by the Board regarding the custody, disbursement and accounting of corporate funds.

7.5.5.6 Serve as the chief administrative officer of the Corporation, including, without limitation, performance of the following duties: (a) have responsibility for the employment, supervision and termination of employment of the Corporation's staff; (b) keep or causing to be kept all official records of the organization, including the maintenance and control of the budget; (c) present budget recommendations to the Board; (d) act as one of the individuals designated by resolution of the Board to co-sign checks up to an established dollar amount on accounts of the Corporation, and approve disbursements as provided by resolution of the Board; and (e) perform such other duties as are ordinarily incident to the position of chief operating officer or as may be assigned by the Board or President.

7.6 Compensation. Except for the Executive Director (whose compensation shall be set from time to time by the Executive Committee) or any other Officer whom the Board shall determine from time to time to provide with compensation, the balance of the Officers shall serve without compensation.

7.7 Bonds of Officers. The Board may secure the fidelity of any or all of its Officers, employees and/or agents by bond or otherwise, on such terms and with such surety or sureties, conditions, penalties or securities as are required by the Executive Committee. The premium or premiums for such bond or bonds shall be paid out of the corporate funds of the Corporation.

7.8 Delegation. The President may delegate temporarily the powers and duties of any Officer, in case of such Officer's absence or for any other reason, to any other Officer. In addition, the Executive Committee may authorize the delegation by any Officer of any of such Officer's powers and duties to any agent or employee, subject to the general supervision of such Officer.

Section 8. Miscellaneous.

8.1 Interest of Directors and Officers in Contracts. Any contract or other transaction between the Corporation and (a) any Director, (b) any Officer, or (c) any corporation, limited liability company, unincorporated association, business trust, estate, partnership, trust, joint venture, individual or other legal entity (each, a "**Legal Entity**") (i) in which any Director or Officer has a material direct or indirect financial interest or is a shareholder, partner, member, manager or other equity owner, or (ii) of which any Director or Officer is a director, officer, managing partner, managing member, manager or trustee (collectively a "**Conflict Transaction**"), shall be valid for all purposes if the material facts of the Conflict Transaction and the Director's or Officer's interest are disclosed or known to the Board, a committee with authority to act thereon, or the Members entitled to vote thereon, and the Board, such committee, or such Members authorized, approved or ratified the Conflict Transaction, *provided* that such Director or Officer shall not participate in the discussion, vote or be counted in a quorum regarding the matter. Moreover, any such Director or Officer is precluded from exercising any function of office with respect to a matter in which such individual has a financial interest.

8.2 Contracts. The Executive Committee may authorize the Executive Director or in the absence or unavailability of the Executive Director, any Officer of the Corporation, in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

8.3 Checks, Drafts. Etc. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as, from time to time, may be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by either the President, the Secretary or Treasurer and countersigned by the Executive Director.

8.4 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in one or more such banks, trust companies, securities firms, or other depositories as the Executive Committee from time to time designate, upon the terms and conditions determined by the Executive Committee. The Executive Committee may, from time to time, authorize the opening and keeping, with any such depository as it designates, of general and special bank accounts or other forms of account and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these By-Laws, as it deems necessary.

8.5 Grants and Gifts. The Corporation may accept any grants, contributions, gifts, bequests, or devises for and consistent with the general purposes, or for and consistent with any specific purposes, of the Corporation. The Corporation shall comply with any applicable conflict of interest requirements with respect to any grants that it may receive.

8.6 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep records of the actions of the Corporation, which records shall be open to inspection by any Director at any reasonable time.

8.7 Custody of Corporate Funds; Financial Records. The Board shall periodically adopt formal policies and procedures regarding the custody, use, disbursement and accounting of corporate funds. The Executive Director shall strictly abide by such policies and procedures in the performance of his duties as custodian of corporate funds and shall render periodic accountings to the Board confirming the Executive Director's compliance with such policies and procedures. The Treasurer shall be responsible for ensuring that the Executive Director is at all times in compliance with said policies and procedures.

8.8 Fiscal Year; Accounting Election. The fiscal year of the Corporation shall end on September 30th of each year, and methods of accounting for the Corporation will be as the Board determines from time to time.

8.9 Seal. The corporate seal of the Corporation shall be circular in form with the words "Lincoln Road Business Improvement District, Inc., a corporation not for profit" in the outer edge thereof and the year of incorporation is 2015.

8.10 Notice.

8.10.1 Effective Date of Notices. Unless otherwise specified herein, any notice required or permitted to be given pursuant to the provisions of the Articles of Incorporation, these By-Laws or applicable law shall be in writing, shall be sufficient and effective as of the date transmitted by facsimile, electronic mail, personally delivered or, if sent by mail three (3) days after being deposited with the United States Postal Service, prepaid and addressed to the intended recipient at such recipient's last known address as shown in the records of the Corporation. If the Board authorizes the use of electronic mail, the same shall be effective when sent to the email address of the recipient on file with the Corporation.

8.10.2 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act, or under the provisions of the Articles of Incorporation, these By-Laws or other applicable law, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice to such person. The attendance of a Member or Director at any meeting will constitute a waiver of notice of such meeting, except where a Member or Director attends a meeting for the express purposes of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

8.11 Loans to Officers and Directors and Members Prohibited. No loans shall be made by the Corporation to any Officer, Director or Member. Any Director who, in violation of this section, votes for or assents to the making of a loan, and any Director or Officer participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

8.12 Indemnification of Directors, Officers and Others.

(a) The Corporation shall defend and indemnify any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(i) Whether civil, criminal, administrative or investigative, other than an action, suit or proceeding by or in the right of the Corporation, by reason of the fact that such person is or was a Director or Officer or is or was serving as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise at the request of the Corporation, against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Corporation, and in criminal actions or proceedings, without reasonable cause for belief that such conduct was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, that such Director or Officer had reasonable cause to believe that such conduct was unlawful.

(ii) By or in the right of the Corporation to procure a judgment in its favor by reason of such person's being or having been a Director or Officer, or by reason of such person's

serving or having served at the request of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to be liable for gross negligence or willful or wanton misconduct in the performance of such person's duties to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court will deem proper.

(b) Any indemnification under paragraph (a), unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a seventy five percent (75%) super-majority vote of a quorum consisting of Executive Committee Members who were not parties to such action, suit or proceedings.

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

8.13 Revocability of Authorizations. No authorization, assignment, referral or delegation of authority by the Board, the Executive Committee or the President to any committee, Officer, agent, or other official of the Corporation, or any other organization which is associated or affiliated with, or conducted under the auspices of the Corporation shall preclude the Board from exercising the authority required to meet its responsibility. The Board shall retain the right to rescind any such authorization, assignment, referral, or delegation in its sole discretion.

8.14 Employees and Agents of the Corporation. Consistent with and within the limitation set forth in Section 5.2, the Executive Committee may employ such personnel and/or enter into agreements with such independent contractors as it deems necessary or desirable for the efficient operation of the Corporation.

8.15 Rules. The Board may adopt, amend or repeal rules (not inconsistent with these By-Laws) for the management of the internal affairs of the Corporation and governance of its Officers, agents, committees and employees. Unless the Board adopts rules of procedure which shall not be inconsistent with the Articles of Incorporation, these By-Laws or applicable law, the conduct of all meetings of the Members, Directors and members of Committees shall be in accordance with the provisions of Robert's Rules of Order.

8.16 Vote by Presiding Officer. The person acting as presiding officer at any meeting held pursuant to these By-Laws, if a voting member thereof, shall be entitled to vote on the same basis as if not acting as presiding officer.

8.17 Gender and Number. Whenever the context requires, the gender of all words used herein shall include the masculine, feminine and neuter, and the number of all words will include the singular and plural thereof.

8.18 Section and Other Headings. The Section and other headings contained in these By-Laws are for reference purposes only and shall not affect the meaning or interpretation of these By-Laws.

8.19 Severability. Should any of the conditions, terms or covenants herein imposed, or contained be void or be or become unenforceable at law or in equity, the remaining provisions of this instrument shall nevertheless be and remain in full force and effect.

Section 9. Amendments to By-Laws.

The power to make, alter, amend or repeal these By-Laws is vested in the Board; *provided, however*, that (i) any vote of the Board to take such action shall be composed of not less than five (5) Directors, and (ii) the Members entitled to vote may alter, amend or repeal these By-Laws at any duly constituted annual or special meeting of the Members by a vote of not less than two-thirds (2/3) of all the voting Members, *provided* that a detailed description thereof is included in the notice of such meeting. Any such action taken by the Members shall not be subject to alteration, amendment or repeal by the Board.

EXHIBIT "C"

LINCOLN ROAD BUSINESS IMPROVEMENT DISTRICT **ANNUAL BUDGET NARRATIVE AND SUMMARY OF SERVICES TO BE PROVIDED**

1. Revenues

The revenues in the attached budget (\$1,426,237) represent the total amount of the special assessments to be collected each year.

2. Administrative and Office Expenses

Administrative and office expenses for the LRBID shall total \$341,532.

- Staffing costs, including employment benefits, for two employees (an executive director and a staff assistant) shall total \$231,536.
- Office expenses for rent, liability insurance, supplies, postage, printing, equipment lease(s), annual report, audit, cell phone, accounting, and consulting fees shall total \$89,996.
- Other administrative expenses including directors and officers insurance, licensing and permitting, memberships, meeting expenses, parking and auto mileage, and travel shall total \$20,000.

3. Marketing Expenses

Marketing expenses shall total \$534,200 and shall include expenditures to attract people to Lincoln Road to shop, dine, and attend special events and holiday activities, as follows:

- Advertising expenses (print, online, outdoor media, agency fees) shall total \$354,000.
- Other marketing costs, including email/fax service, event advertising, holiday lighting and décor, printing, production and design, promotions, public relations, sponsorships, and website expenses, shall total \$180,200.

4. BID District Programs

LRBID Program expenses, including holiday programs, signage, ambassador services, and supplemental security services, shall total \$550,505, as follows:

- Holiday programs, related purchases, installation and removal of decorations, technical assistance for programs, rental of equipment for events, and costs of performing artists and related technical crew for presentations shall total \$195,500.

- Expenses related to signage creation, installation, and upkeep for the way-finding program shall total \$85,000.
- Ambassador services and supplemental security expenses shall total \$270,000.

Total Expenses: \$1,426,237

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EXHIBIT "C"
LINCOLN ROAD BUSINESS IMPROVEMENT DISTRICT BUDGET, INCLUDING TOTAL ESTIMATED COST OF SERVICES

	Oct-15	Nov-15	Dec-15	Jan-16	Feb-16	Mar-16	Apr-16	May-16	Jun-16	Jul-16	Aug-16	Sep-16	Revenues
Revenues													
Tax Assessments	118,853	118,853	118,853	118,853	118,853	118,853	118,853	118,853	118,853	118,853	118,853	118,854	1,426,237
Interest Income	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Revenues	118,853	118,853	118,853	118,853	118,853	118,853	118,853	118,853	118,853	118,853	118,853	118,854	1,426,237
Expenses													
Administrative Expenses													
Executive Director	10,544	10,544	10,544	10,544	10,544	10,544	10,544	10,544	10,544	10,544	10,544	10,540	126,524
Staff Assistant	4,167	4,167	4,167	4,167	4,167	4,167	4,167	4,167	4,167	4,167	4,167	4,167	50,004
Payroll Taxes	2,917	2,917	2,917	2,917	2,917	2,917	2,917	2,917	2,917	2,917	2,917	2,917	35,004
Health Insurance	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	15,000
Payroll Expense	417	417	417	417	417	417	417	417	417	417	417	417	5,004
Total Admin	19,295	19,295	19,295	19,295	19,295	19,295	19,295	19,295	19,295	19,295	19,295	19,291	231,536
Expenses													
Office Expenses													
Internet Service Provider	100	100	100	100	100	100	100	100	100	100	100	100	1,200
Liability Insurance	833	833	833	833	833	833	833	833	833	833	833	833	9,996
Office Supplies	500	500	500	500	500	500	500	500	500	500	500	500	6,000
Postage and Deliveries	150	150	150	150	150	150	150	150	150	150	150	150	1,800
Printing and Reproductions	300	300	300	300	300	300	300	300	300	300	300	300	3,600
Annual Report	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	12,000
Rent	2,125	2,125	2,125	2,125	2,125	2,125	2,125	2,125	2,125	2,125	2,125	2,125	25,500
Equipment Lease	500	500	500	500	500	500	500	500	500	500	500	500	6,000
Cell Phone	225	225	225	225	225	225	225	225	225	225	225	225	2,700
Telephone Other	200	200	200	200	200	200	200	200	200	200	200	200	2,400
Prof Accounting Fees	900	900	900	900	900	900	900	900	900	900	900	900	10,800
Audit Fees	500	0	0	500	0	0	500	0	0	500	0	0	2,000
Consulting Fees	750	0	0	750	0	0	750	0	0	750	0	0	3,000
Legal Fees	750	0	0	750	0	0	750	0	0	750	0	0	3,000
Total Office Exp	8,833	6,833	6,833	8,833	6,833	6,833	8,833	6,833	6,833	8,833	6,833	6,833	89,996
Expenses													
Other Expenses													
Insurance/Officer-Directors	100	100	100	100	100	100	100	100	100	100	100	100	1,200
Licenses and Permits:													
Occ License Renewal	0	0	0	0	0	400	0	0	0	0	0	0	400
Cert of Use	0	0	0	0	0	400	0	0	0	0	0	0	400

Memberships & Subs	750	0	0	750	0	0	750	0	0	3,000			
	200	200	200	200	200	200	200	200	200	2,400			
	300	300	300	300	300	300	300	300	300	3,600			
	600	600	1,000	600	1,600	600	600	600	600	9,000			
Total Other Expense													
	1,950	1,200	1,600	1,950	2,400	1,950	2,200	1,200	1,950	1,200	20,000		
Expenses													
Marketing Expenses													
Advertising Print Media	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	90,000		
Advertising Online	8,500	8,500	8,500	8,500	8,500	8,500	8,500	8,500	8,500	8,500	102,000		
Advertising Outdoor Media	8,500	8,500	8,500	8,500	8,500	8,500	8,500	8,500	8,500	8,500	102,000		
Agency Fee	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	60,000		
Email Fax Service	500	500	500	500	500	500	500	500	500	500	6,000		
Event Advertising	2,500	0	0	2,500	0	0	2,500	0	2,500	0	10,000		
Holiday Lighting / Décor	5,000	0	0	0	0	0	0	10,000	10,000	15,000	40,000		
Misc Project Exp	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	12,000		
Printing	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	12,000		
Production & Design	4,200	0	4,200	0	4,200	0	4,200	0	4,200	0	25,200		
Promotions	2,500	0	2,500	0	2,500	0	2,500	0	2,500	0	15,000		
Public Relations	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	36,000		
Sponsorship	500	500	500	500	500	500	500	500	500	500	6,000		
Website /Maintenance	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	18,000		
Total Marketing Exp													
	51,200	37,000	43,700	39,500	43,700	37,000	46,200	37,000	43,700	49,500	53,700	52,000	534,200
Expenses													
BID District Programs													
Holiday Signage	3,500	0	0	0	0	0	0	0	2,500	25,000	35,000	66,000	
	5,000	5,000	15,000	15,000	15,000	0	0	0	0	0	0	85,000	
	1,820	2,500	0	10,500	0	10,500	12,500	12,500	12,185	12,500	12,500	85,505	
	5,000	3,000	3,000	5,000	3,000	5,000	3,000	3,000	3,000	3,000	3,000	44,000	
Ambassador/Security	30,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	30,000	30,000	270,000	
Total Program Expenses													
	45,320	30,500	38,000	50,500	63,500	38,000	35,500	35,500	23,000	39,685	70,500	80,500	550,505
Total Expenses													
	1,426,237												

MIAMI BEACH

NOTICE OF PUBLIC HEARING TO APPROVE THE FINAL ASSESSMENT ROLL FOR THE SPECIAL ASSESSMENT DISTRICT KNOWN AS THE LINCOLN ROAD BUSINESS IMPROVEMENT DISTRICT

NOTICE IS HEREBY given that the following public hearing will be held by the Mayor and City Commissioners of the City of Miami Beach, Florida, in the Commission Chambers, Third Floor, City Hall, 1700 Convention Center Drive, Miami Beach, Florida, on **September 30, 2015, at 5:10 p.m.**, or as soon thereafter as the matter can be heard, to consider:

A Resolution Approving, Pursuant To Chapter 170, Florida Statutes, The Final Assessment Roll For The Special Assessment District Known As the Lincoln Road Business Improvement District, And Confirming Such Assessments As Legal, Valid, And Binding First Liens Upon The Property Against Which Such Assessments Are Made Until Paid.

At the hearing, the owners of the property to be assessed or any other persons interested therein may appear before the Mayor and City Commissioners and be heard as to the propriety and advisability of stabilizing and improving, through special assessments, the Lincoln Road retail business district, which is located within a nationally recognized historic district, through promotion, management, marketing, and other similar services; as to the cost thereof; as to the manner of payment thereof; and as to the amount thereof to be assessed against each property so improved.

Following the testimony, the Mayor and City Commissioners shall make a final decision on whether to levy the special assessments. Thereafter, the Mayor and City Commissioners shall meet as an equalizing board to hear and consider any and all complaints as to the special assessments and shall adjust and equalize the assessments on a basis of justice and right.

The Lincoln Road Business Improvement District (the "District") is bounded on the west by Alton Road, on the east by Washington Avenue, on the north by 17th Street, and on the south by Lincoln Lane South; provided, however, that the following property shall be excluded and exempted from such District: (1) residential properties, (2) properties owned or occupied by a religious institution or used as a place of worship or education, and (3) common areas owned by condominium associations.

The description of each property to be assessed and the amount to be assessed to each piece or parcel of property may be ascertained at the Office of the City Clerk, 1700 Convention Center Drive, First Floor, City Hall, Miami Beach, Florida 33139, and at: <http://web.miamibeachfl.gov/WorkArea/DownloadAsset.aspx?id=83527>.

Inquiries may be directed to the Office of the City Attorney at 305.673.7470.

INTERESTED PARTIES are invited to appear at this meeting, or be represented by an agent, or to express their views in writing addressed to the City Commission, c/o the City Clerk, 1700 Convention Center Drive, First Floor, City Hall, Miami Beach, Florida 33139. The preliminary assessment roll for the District referenced herein is available for public inspection during normal business hours in the Office of the City Clerk, 1700 Convention Center Drive, First Floor, City Hall, Miami Beach, Florida 33139. This meeting, or any item herein, may be continued, and under such circumstances, additional legal notice need not be provided.

Pursuant to Section 286.0105, Florida Statute, the City hereby advises the public that if a person decides to appeal any decision made by the City Commission with respect to any matter considered at its meeting or its hearing, such person must ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based. This notice does not constitute consent by the City for the introduction or admission of otherwise inadmissible or irrelevant evidence, nor does it authorize challenges or appeals not otherwise allowed by law.

To request this material in alternate format, sign language interpreter (five-day notice required), information on access for persons with disabilities, and/or any accommodation to review any document or participate in any City-sponsored proceedings, call 305.604.2489 and select 1 for English or 2 for Spanish, then option 6; TTY users may call via 711 (Florida Relay Service).

Rafael E. Granado
City Clerk

Ad No. 1075

MIAMI BEACH

CITY OF MIAMI BEACH NOTICE OF PUBLIC HEARINGS SEPTEMBER 30, 2015

NOTICE IS HEREBY given that the following public hearings will be held by the Mayor and City Commissioners of the City of Miami Beach, Florida, in the Commission Chambers, Third Floor, City Hall, 1700 Convention Center Drive, Miami Beach, Florida, on **September 30, 2015**, at the times listed, or as soon thereafter as the matter can be heard:

5:10 p.m.

A Resolution Approving, Pursuant To Chapter 170, Florida Statutes, The Final Assessment Roll For The Special Assessment District Known As The Lincoln Road Business Improvement District, And Confirming Such Assessments As Legal, Valid, And Binding First Liens Upon The Property Against Which Such Assessments Are Made Until Paid. *Inquiries may be directed to the Office of the City Attorney at 305.673.7470.*

5:11 p.m.

A Resolution Authorizing The Issuance By The Miami Beach Redevelopment Agency Of Not To Exceed \$430,000,000 In Aggregate Principal Of Tax Increment Revenue Bonds (City Center/Historic Convention Village), In Accordance With The Requirements Of Chapter 163, Part III, Florida Statutes, As Amended; Authorizing Officers And Employees Of The City To Take All Necessary Actions In Connection Therewith; And Providing For An Effective Date. **Joint City Commission & Redevelopment Agency. Inquiries may be directed to the Office of Budget & Performance Improvement at 305.673.7510.**

5:11 p.m.

A Resolution Of The Chairperson And Members Of The Miami Beach Redevelopment Agency Authorizing The Issuance Of Not More Than \$430,000,000 In Aggregate Principal Amount Of Miami Beach Redevelopment Agency Tax Increment Revenue Bonds (City Center/Historic Convention Village) (The "Series 2015 Bonds"), For The Purpose Of Refunding The Agency's Outstanding Prior Bonds And Financing Certain Public Improvements; Providing For The Issuance Of Additional Bonds On A Parity Therewith; Providing For The Security And Payment Of All Bonds Issued Pursuant To This Resolution; Providing Certain Details Of The Series 2015 Bonds; Delegating Certain Matters In Connection With The Issuance Of The Series 2015 Bonds To The Executive Director Of The Agency, Including Whether To Secure A Credit Facility And/Or A Reserve Account Insurance Policy, Within The Limitations And Restrictions Stated Herein; Appointing Underwriters, Paying Agent, Registrar, Escrow Agent And Disclosure Dissemination Agent; Approving The Form Of The Preliminary Official Statement For The Series 2015 Bonds And Authorizing Execution Of The Final Official Statement For The Series 2015 Bonds; Authorizing The Negotiated Sale Of The Series 2015 Bonds And Approving The Form And Authorizing Execution Of The Bond Purchase Agreement For The Series 2015 Bonds; Approving The Forms And Authorizing Execution Of Escrow Deposit Agreements For The Outstanding Prior Bonds; Covenanting To Provide Continuing Disclosure In Connection With The Series 2015 Bonds And Approving The Form And Authorizing Execution Of A Continuing Disclosure Agreement; Authorizing Officers And Employees Of The Agency To Take All Necessary Actions In Connection With The Issuance Of The Series 2015 Bonds; And Providing For An Effective Date. **Joint City Commission & Redevelopment Agency. Inquiries may be directed to the Office of Budget & Performance Improvement at 305.673.7510.**

5:12 p.m.

A Resolution Authorizing The Issuance Of Not To Exceed \$240,000,000 In Aggregate Principal Amount Of City Of Miami Beach, Florida Resort Tax Revenue Bonds, Series 2015 For The Purpose Of Financing Improvements To The Miami Beach Convention Center, Providing For The Issuance Of Additional Bonds On A Parity Therewith; Providing For The Security And Payment Of All Bonds Issued Pursuant To This Resolution; Providing Certain Details Of The Series 2015 Bonds; Delegating Certain Matters In Connection With The Issuance Of The Series 2015 Bonds To The City Manager, Including Whether The Series 2015 Bonds Shall Not Be Secured By The Debt Service Reserve Account And Whether To Secure A Credit Facility And/Or A Reserve Account Insurance Policy, Within The Limitations And Restrictions Stated Herein; Appointing Underwriters, Paying Agent, Registrar And Disclosure Dissemination Agent; Authorizing The Negotiated Sale Of The Series 2015 Bonds And Approving The Form And Authorizing Execution Of The Bond Purchase Agreement For The Series 2015 Bonds; Approving The Form Of Preliminary Official Statement For The Series 2015 Bonds And Authorizing Execution Of The Final Official Statement For The Series 2015 Bonds; Covenanting To Provide Continuing Disclosure In Connection With The Series 2015 Bonds And Approving The Form And Authorizing Execution Of A Continuing Disclosure Agreement; Authorizing Officers And Employees Of The City To Take All Necessary Actions In Connection With The Issuance Of The Series 2015 Bonds; And Providing For An Effective Date. *Inquiries may be directed to the Office of Budget & Performance Improvement at 305.673.7510.*

5:13 p.m.

A Resolution Authorizing The Issuance Of Not To Exceed \$80,000,000 In Aggregate Principal Amount Of City Of Miami Beach, Florida Parking Revenue Bonds, Series 2015, For The Principal Purpose Of Paying The Cost Of Certain Improvements To The Parking System, Pursuant To Section 209 Of Resolution No. 2010-27491 Adopted By The City On September 20, 2010; Providing That Said Series 2015 Bonds And Interest Thereon Shall Be Payable Solely As Provided In Said Resolution No. 2010-27491 And This Resolution; Providing Certain Details Of The Series 2015 Bonds; Delegating Other Details And Matters In Connection With The Issuance Of The Series 2015 Bonds, Including Whether The Series 2015 Bonds Shall Not Be Secured By The Reserve Account And Whether To Secure A Credit Facility And/Or A Reserve Account Insurance Policy, To The City Manager, Within The Limitations And Restrictions Stated Herein; Appointing Underwriters, A Bond Registrar And A Disclosure Dissemination Agent; Authorizing The Negotiated Sale Of The Series 2015 Bonds And Approving The Form Of And Authorizing The Execution Of A Bond Purchase Agreement; Authorizing And Directing The Bond Registrar To Authenticate And Deliver The Series 2015 Bonds; Approving The Form Of And Authorizing The Execution Of A Preliminary Official Statement And An Official Statement And Authorizing The Execution Of The Official Statement; Providing For The Application Of The Proceeds Of The Series 2015 Bonds And Creating Certain Funds, Accounts And Subaccounts; Authorizing A Book-Entry Registration System With Respect To The Series 2015 Bonds; Covenanting To Provide Continuing Disclosure In Connection With The Series 2015 Bonds And Approving The Form Of And Authorizing The Execution And Delivery Of A Continuing Disclosure Agreement; Authorizing Officers And Employees Of The City To Take All Necessary Related Actions; And Providing For An Effective Date. *Inquiries may be directed to the Office of Budget & Performance Improvement at 305.673.7510.*

INTERESTED PARTIES are invited to appear at this meeting, or be represented by an agent, or to express their views in writing addressed to the City Commission, c/o the City Clerk, 1700 Convention Center Drive, 1st Floor, City Hall, Miami Beach, Florida 33139. These items are available for public inspection during normal business hours in the Office of the City Clerk, 1700 Convention Center Drive, 1st Floor, City Hall, Miami Beach, Florida 33139. This meeting, or any items herein, may be continued, and under such circumstances, additional legal notice need not be provided.

Pursuant to Section 286.0105, Fla. Stat., the City hereby advises the public that if a person decides to appeal any decision made by the City Commission with respect to any matters considered at its meeting or its hearings, such person must ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based. This notice does not constitute consent by the City for the introduction or admission of otherwise inadmissible or irrelevant evidence, nor does it authorize challenges or appeals not otherwise allowed by law.

To request this material in alternate format, sign language interpreter (five-day notice required), information on access for persons with disabilities, and/or any accommodation to review any document or participate in any City-sponsored proceedings, call 305.604.2489 and select 1 for English or 2 for Spanish, then option 6; TTY users may call via 711 (Florida Relay Service).

Rafael E. Granado, City Clerk
City of Miami Beach

MIAMI BEACH

NOTICE OF PUBLIC HEARING TO APPROVE THE FINAL ASSESSMENT ROLL FOR THE SPECIAL ASSESSMENT DISTRICT KNOWN AS THE LINCOLN ROAD BUSINESS IMPROVEMENT DISTRICT

NOTICE IS HEREBY given that the following public hearing will be held by the Mayor and City Commissioners of the City of Miami Beach, Florida, in the Commission Chambers, Third Floor, City Hall, 1700 Convention Center Drive, Miami Beach, Florida, on **September 30, 2015, at 5:10 p.m.**, or as soon thereafter as the matter can be heard, to consider:

A Resolution Approving, Pursuant To Chapter 170, Florida Statutes, The Final Assessment Roll For The Special Assessment District Known As the Lincoln Road Business Improvement District, And Confirming Such Assessments As Legal, Valid, And Binding First Liens Upon The Property Against Which Such Assessments Are Made Until Paid.

At the hearing, the owners of the property to be assessed or any other persons interested therein may appear before the Mayor and City Commissioners and be heard as to the propriety and advisability of stabilizing and improving, through special assessments, the Lincoln Road retail business district, which is located within a nationally recognized historic district, through promotion, management, marketing, and other similar services; as to the cost thereof; as to the manner of payment thereof; and as to the amount thereof to be assessed against each property so improved.

Following the testimony, the Mayor and City Commissioners shall make a final decision on whether to levy the special assessments. Thereafter, the Mayor and City Commissioners shall meet as an equalizing board to hear and consider any and all complaints as to the special assessments and shall adjust and equalize the assessments on a basis of justice and right.

The Lincoln Road Business Improvement District (the "District") is bounded on the west by Alton Road, on the east by Washington Avenue, on the north by 17th Street, and on the south by Lincoln Lane South; provided, however, that the following property shall be excluded and exempted from such District: (1) residential properties, (2) properties owned or occupied by a religious institution or used as a place of worship or education, and (3) common areas owned by condominium associations.

The description of each property to be assessed and the amount to be assessed to each piece or parcel of property may be ascertained at the Office of the City Clerk, 1700 Convention Center Drive, First Floor, City Hall, Miami Beach, Florida 33139, and at: <http://web.miamibeachfl.gov/WorkArea/DownloadAsset.aspx?id=83527>.

Inquiries may be directed to the Office of the City Attorney at 305.673.7470.

INTERESTED PARTIES are invited to appear at this meeting, or be represented by an agent, or to express their views in writing addressed to the City Commission, c/o the City Clerk, 1700 Convention Center Drive, First Floor, City Hall, Miami Beach, Florida 33139. The preliminary assessment roll for the District referenced herein is available for public inspection during normal business hours in the Office of the City Clerk, 1700 Convention Center Drive, First Floor, City Hall, Miami Beach, Florida 33139. This meeting, or any item herein, may be continued, and under such circumstances, additional legal notice need not be provided.

Pursuant to Section 286.0105, Florida Statute, the City hereby advises the public that if a person decides to appeal any decision made by the City Commission with respect to any matter considered at its meeting or its hearing, such person must ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based. This notice does not constitute consent by the City for the introduction or admission of otherwise inadmissible or irrelevant evidence, nor does it authorize challenges or appeals not otherwise allowed by law.

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Rafael E. Granado
City Clerk

Ad No. 1075

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